There is a beginning and an ending to everything...
In between is a lifetime.

Bryan Mellonie

HOERNER WALDORF
MILL DIVISION
Missoula, Montana
Serving America's Packaging Industry with Missoula Valley Paper Products

Champion
Champion International Corporation

Stone Container Corporation

Smurfit-Stone

SMURFIT-STONE

1957-2010

Waldorf Hoerner Paper Products Co. Dec 2, 1959

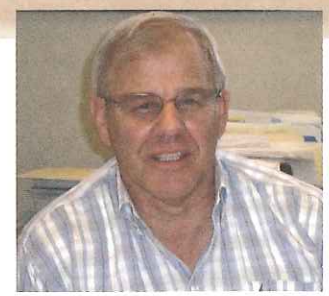
MISSOULA, MONTANA

Dear Friends,
I am grateful that I had the opportunity to be part of the "Great Missoula Team" even if it was only for a short while. Missoula is a great mill with a great workforce. You should be proud of your accomplishments and successes. I also want to thank you for the help and support that you have given me and truly wish the best for each of you.

Thank you and best wishes,

Barry

Barry Doner



It seems yesterday that I came to the Missoula Mill; however, it has been 34 years. During that time the mill has seen expansion (Phase I and Phase II), contraction (shutting down the bleach plant, M&D and No. 1 machine) and finally a total mill shutdown.

During each of these periods the challenges have been significant. However, one constant has remained – a strong and dedicated work force. As a work force you excelled at solving problems, adapting to change and making the best possible showing in difficult situations. In the end it was factors that were not in the mill's direct control that made the difference for the mill.

I am extremely proud of the Missoula employees' efforts both in the mill and outside of the mill. In my opinion this work force is one of the best in the industry. It has been a privilege to work with each of you. I wish you well in whatever path your life takes going forward.

It is great to have been associated with such a professional group of people.

Best wishes,

W. J Kohl

Bill Kohl

I still clearly remember the day I first started at the mill and the people that I met over forty years ago. Since that time the people at the Missoula Mill have been truly great to work with. It is the people that have made this mill.

In this time I have seen many equipment changes and changes to the operation. In these changes it has been the people that have made these changes very successful. You can buy equipment but the equipment will not function without the people and they are the ones who make it successful.

I will truly miss the association with the Missoula Team. It is with sadness that we must say good bye to this part of our lives, but I know there are other very good things in store for each of us.

I thank everyone who I have worked with at the mill and outside of the mill on mill issues. It has been a great privilege to have been a part of this organization. In short it has been "one hell of a good ride".

Let's stay in touch as best we can. I wish each of you the best.

Neal Marxer

C00000610

Thanks for the Memories

"There is a time for everything", Ecclesiastes 3:1. For the Missoula mill the time for closure has come. Although this reality brings sadness, it is helpful to look back on the history of the mill and the memories we have of working together.

In its 52 years of operation the Missoula Mill has demonstrated a long and consistent culture of commitment to excellence. This culture is the result of the efforts and dedication of the many men and women that have worked in the mill throughout the years. The challenges have been many and significant, but there was always an unwavering confidence that the difficulties would be overcome and the mill would move forward to higher levels of achievement.

During the 24 years that I worked with you I learned to meet and overcome the toughest problems, celebrate the most gratifying successes, and enjoy with you Company and community recognition for our accomplishments. There is no group of people that I would rather face a difficult issue with than the Missoula team. If continued operation of the mill depended solely on your skills, dedication and contributions, the mill would have a long and successful future.

I thank each of the mill employees, past and present, as well as folks in the community that supported the mill, for making the Missoula mill a unique and proud organization. It was my privilege to be a part of the Missoula team and to serve as the General Manager of the mill for 12 years. I will always treasure your friendship and the times we spent together to make the mill a rewarding place to work and the community a better place to live.

Thanks for the memories and best wishes for the years ahead.

With respect and admiration,

Bob Boschee

Beginnings . . .

MILL HISTORY

In 1957, construction of the original mill at Missoula was completed and the mill began production of baled, unbleached pulp. Initially, the mill had three batch digesters, two brown stock washers, one recovery boiler, one lime kiln, one set of evaporators, one gas-fired package boiler, a turbine generator, and basic chip handling and unloading facilities. From this initial start-up, through 1996, the mill experienced almost continuous expansion and modification. The following dates are significant in the Missoula Mill's history:

Finished Overview

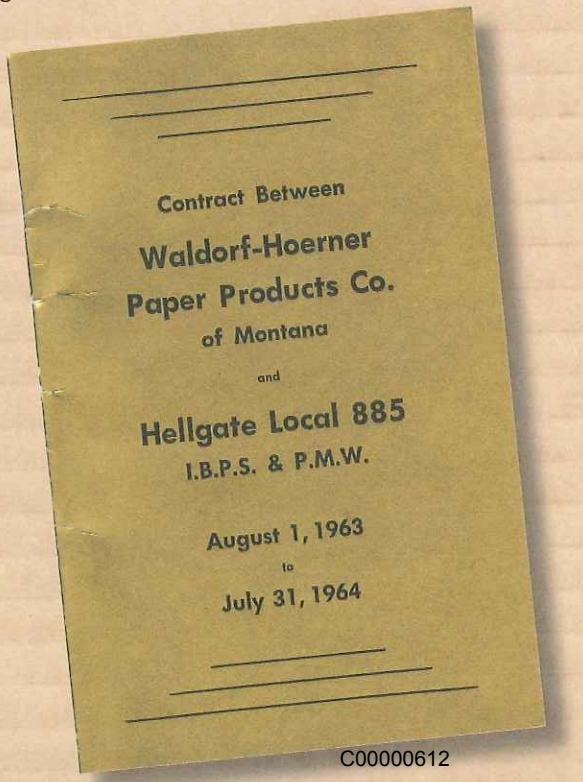
Overview

Welcome from Chamber

1957-59

A tall oil plant, batch digester and other refinements were added.

HOERNER WALDORF
MILL DIVISION
Missoula, Montana
Serving America's Packaging Industry with Missoula Valley Paper Products



C00000612

#1 Paper Machine Built

Overview

1959-1960

The first major expansion added three more batch digesters, a 200 TPD bleach plant, two brown stock washers, high density storage tanks, a second set of evaporators, a second recovery boiler, a second lime kiln, a second turbine, a gas-fired power boiler, and the mill's first paper machine. Linerboard was initially produced at Missoula in 1960 at the rate of 450 TPD. The new capacity of bleached pulp was sold as dried bale pulp and applied as the top liner for Sky White linerboard production.

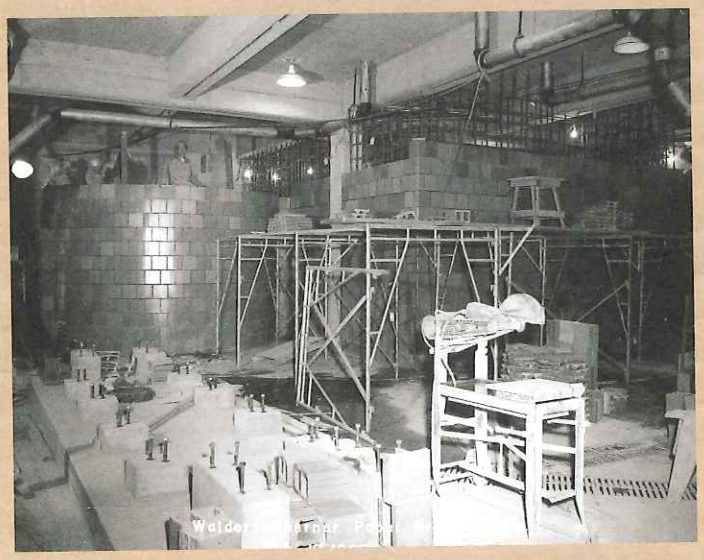
1960-1964

Additional equipment was brought on-line including the eighth batch digester, four more brown stock washers, a hog fuel boiler, a second gas-fired package boiler, a third set of evaporators, high and low density storage chests and a third turbine generator.

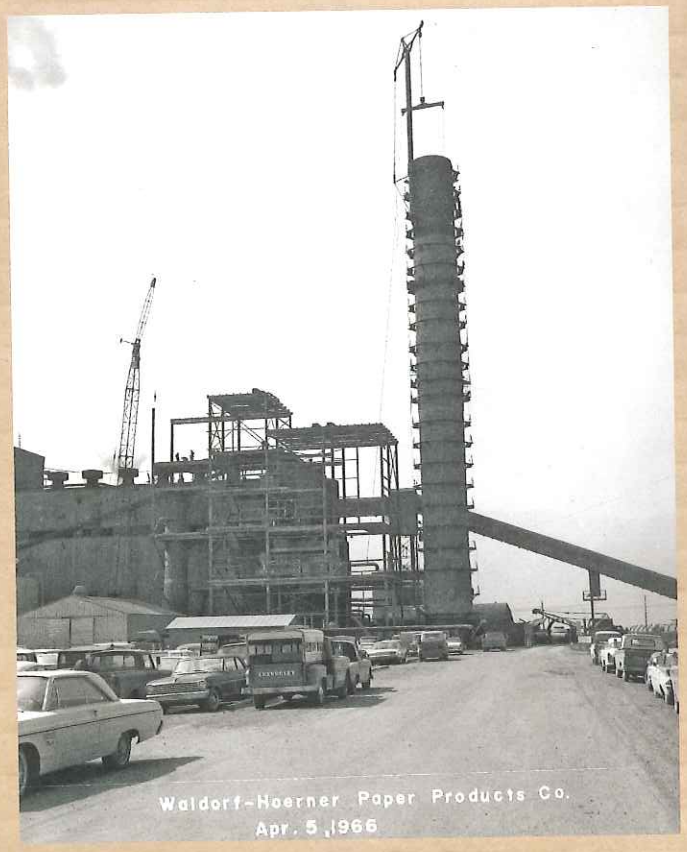
1965-1966

The second major expansion added a 900 TPD Kamyr continuous digester and blow tank, a 150 TPD Kamyr sawdust digester, additional wood handling facilities, a fourth set of evaporators, a third recovery boiler, a third lime kiln, and a second paper machine. With this expansion, the mill was capable of producing 980 tons of linerboard and 200 tons of dried, bleached pulp per day.

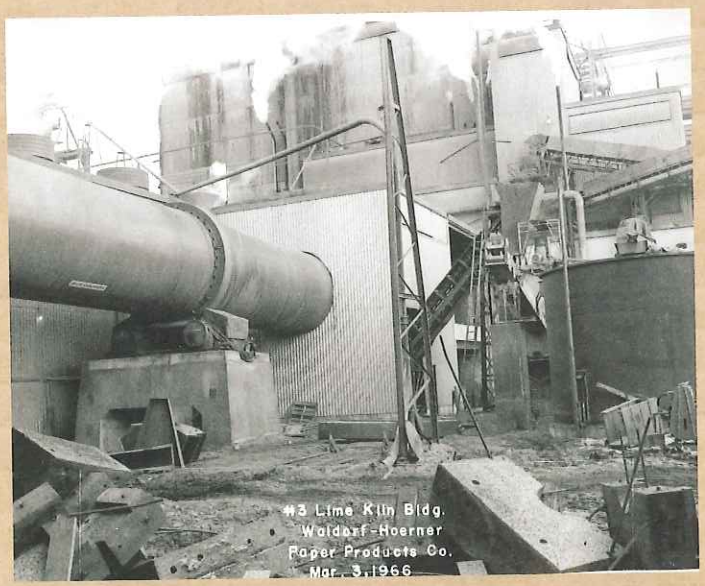
#4 Evaporators



#2 Paper Stock Prep



Kamyr Digester #2

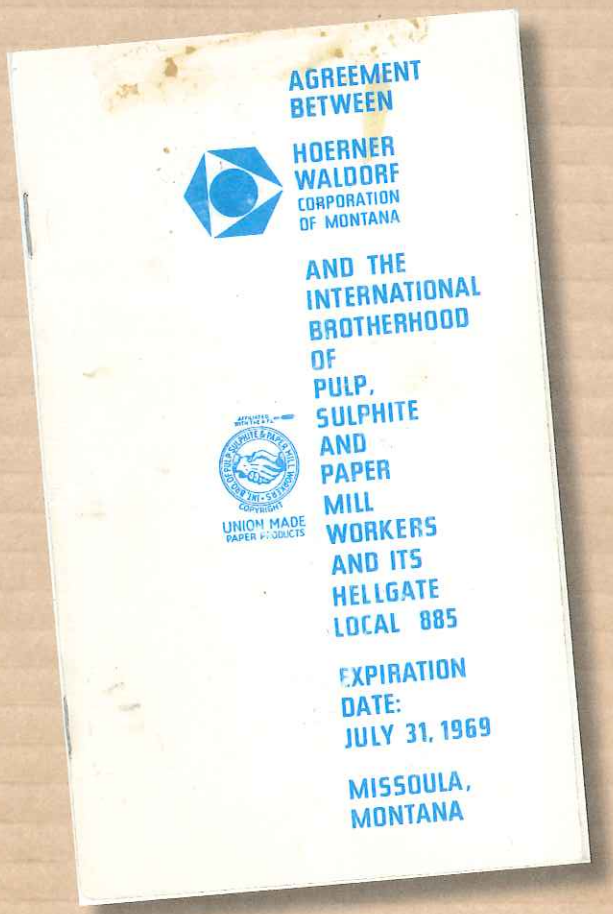


#3 Lime Kiln

C00000614

1966-1969

Miscellaneous additions included more high density pulp storage, a new green liquor clarifier, brown stock washer modifications, an effluent clarifier, a log chipper, and additional chip unloading facilities.

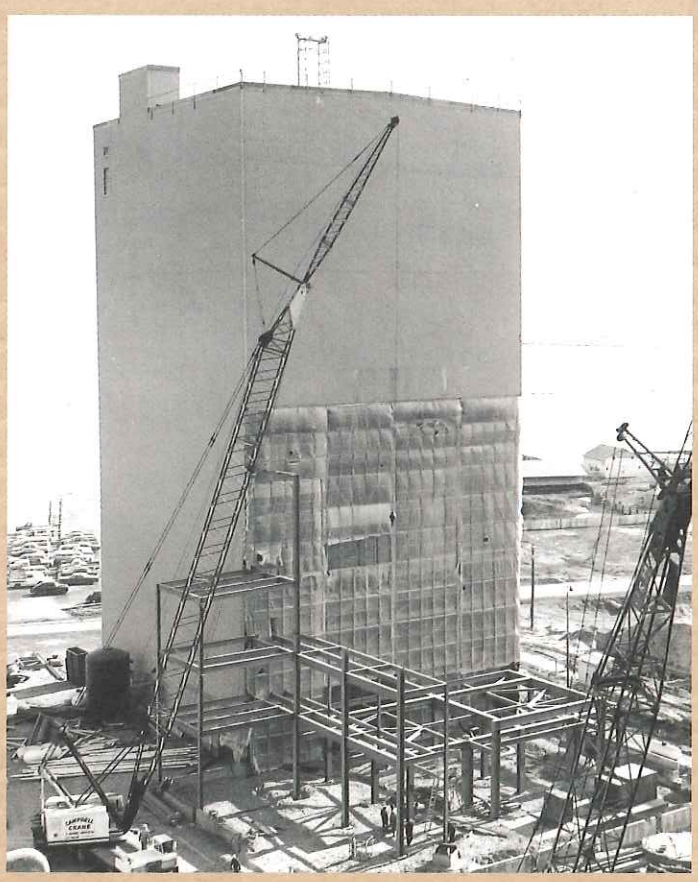


1969-1971

Air and water pollution abatement equipment was installed including an electrostatic precipitator on the No. 3 recovery boiler. No. 3 recovery boiler was converted to a low odor boiler, the first conversion in the United States.

1971-1972

A fourth recovery boiler with an electrostatic precipitator was added. This unit replaced the original two recovery boilers.



#4 Recovery Boiler

1976-1981

A third major expansion occurred in two phases. First, a 300 TPD M&D digester and three sets of washers were added. The 150 TPD Kamyr sawdust digester was converted to cook pin chips. The second phase of the expansion added a fourth lime kiln, a third recovery boiler (No. 5), a fifth set of evaporators, a new waste fuel boiler and a third linerboard machine. The pulp balers and dryers were permanently shut down in the spring of 1981. This expansion was designed to increase mill capacity to 1950 tons/day. In 1978, we became a member of Champion International Corporation.

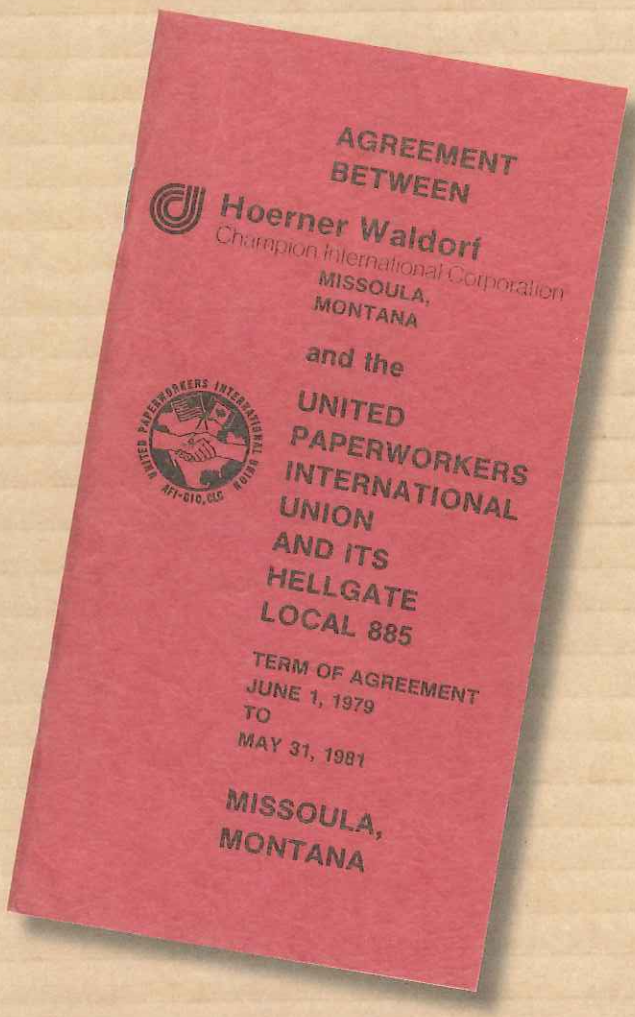
TWENTY YEARS OF SERVICE 1957-1977

Champion

Champion International Corporation

#4 Lime Kiln

#3 Paper Machine Building



C00000616

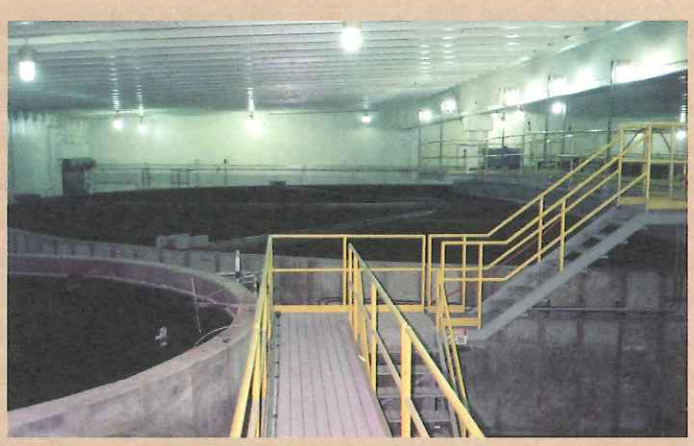
New Washers

1986

In February 1986, Stone Container Corporation purchased the mill from Champion International Corporation.

1988

A color removal plant to treat mill effluent prior to discharge was constructed. This allowed the mill to produce mottled white linerboard full time on No. 1 paper machine.



Color Removal Plant

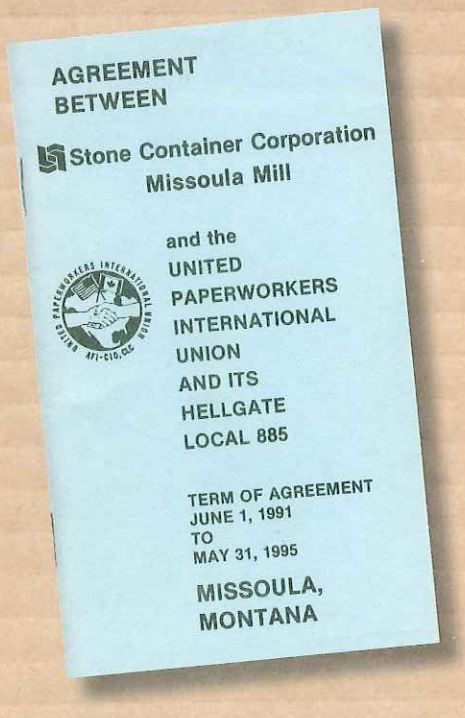
Stone Container Corporation

1990

A 400 TPD OCC recycle plant and a 500 ton high-density storage was added. The existing chipper was replaced with a modern chipper including a log debarked.

First OCC Bale

OCC Plant and High Density



OCC Startup Engineers

1993

A new chip screening facility was added allowing the mill to increase yield, improve pulp and linerboard quality, and increase mill production.

Foundation of the Chip Screening Building

1996

A Voith-Sulzer 6000 pli shoe press was installed on No. 3 paper machine increasing the machine's ability to produce Stackor and high performance linerboard grades. Based on grade mix at the time the shoe press began operation mill production increased from 1979 tons/day to 2099 tons/day. A sludge dewatering facility was added to dewater primary effluent clarifier sludge for utilization in the waste fuel boiler.

Shoe Press Installed on #3 Paper Machine

1997

The mill's recycle plant was upgraded from 400 TPD to 525 TPD of OCC pulp production. New fourdrinier drainage equipment was installed on all three machines to allow increased use of the OCC pulp. These revisions have returned the mill to a production capacity on 1,975 TPD with the current grade mix.

1998

The mill became a part of the newly merged company of Smurfit-Stone Container Corporation

1999

The mill's bleach plant was shut down in February allowing the mill to concentrate on brown linerboard grades. The mill completed many non-capital Project Excellence initiatives, which significantly improved mill profitability.

Congressional Record

PROCEEDINGS AND DEBATES OF THE 106th CONGRESS, SECOND SESSION

Vol. 146 WASHINGTON, TUESDAY, JUNE 6, 2000 No. 68

Senate

SMURFIT-STONE CONTAINER'S MISSOULA MILL NAMED PLANT OF THE YEAR

Mr. BURNS. Mr. President, I rise today to bring your attention to the fact that the Smurfit-Stone Container Plant in Missoula, Montana has received the Jefferson Smurfit Group Worldwide Award as plant of the year.

As you know, Montana's wood products industry has been hit extremely hard with federal regulation and the lack of available federal fiber to keep our mills running. Despite these hardships, our mill workers and managers continue to take great pride in their work and continue to do the best with the hand they have been dealt.

The result is that Missoula's Smurfit-Stone Container employees have ensured that their mill rose above the other 563 Smurfit facilities world wide and defined themselves as being able to increase productivity in reduce operating costs while actually improving safety and the quality of production.

These accomplishments were worker driven and accompanied a 20% reduction of OSHA incidents last year. Some times efficiency comes at the expense of safety or environmental responsibility. This is not the case at the Missoula plant. In addition to reducing injuries, the plant was able to increase paper efficiency while reducing waste, energy consumption and maintenance costs. While Montana's wood products industry relies on renewable natural resources, we are keenly aware that these resources must be conserved and used responsibly. Smurfit-Stone container consistently looks for ways to make the fiber available to them go as far as possible. It makes sense from both a business and an environmental standpoint, and it is a goal that motivates them one of the top employers in Montana.

As I mentioned, Montana has been hit extremely hard by federal restrictions on the wood products industry. As a result we have lost 17 mills in Montana over the last decade. These mills provided jobs for thousands of families and numerous communities. While times are extremely tough, Montanans involved in the industry still take great pride in what they do. This is reflected in the honor recently bestowed on the Missoula Smurfit-Stone Container paper mill. Clearly, this mill deserves recognition not only by their parent group, but by Congress as well.

2000

Missoula's mill was awarded the Jefferson Smurfit Group Worldwide Plant of the Year Award for 1999 in February. A $75,000 grant was received for distribution in the Missoula community. Ronald McDonald House, Missoula County Search and Rescue, Partners in Home Care-Hospice, Mount Jumbo Little League and Westside Little League benefited from this grant.

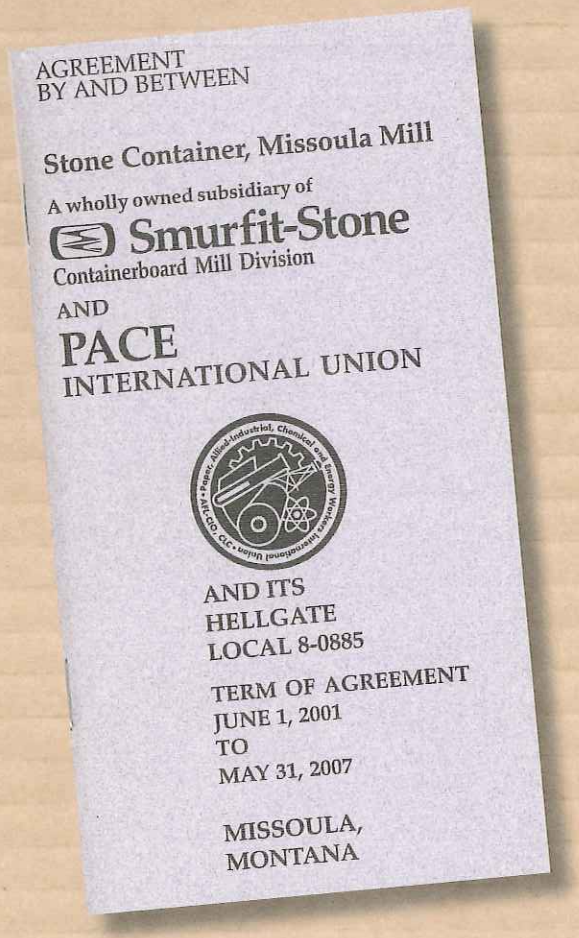
Smurfit-Stone

CustomerONE®

Smurfit-Stone

2001

In November, the mill was reconfigured to produce about 1675 T/D of linerboard operating two of the mill's three paper machines. The mill workforce was reorganized to support the new operating scenario with manning reduced to 95 salaried and 390 hourly positions (485 total employees). Limited production of a new product, corrugating medium was also initiated.


AGREEMENT
BY AND BETWEEN

Stone Container, Missoula Mill

A wholly owned subsidiary of

Smurfit-Stone

Containerboard Mill Division

AND

PACE

INTERNATIONAL UNION

AND ITS

HELLGATE

LOCAL 8-0885

TERM OF AGREEMENT

JUNE 1, 2001

TO

MAY 31, 2007

MISSOULA,

MONTANA

2002

The Missoula mill's current production capacity continues to be 1,600 tons per day depending on grade mix. No. 2 paper machine produces 33# and 42# Kraft linerboard, 35 Stackor, and 26# medium. No. 3 paper machine produces 42# and 69# Kraft linerboard, 35 Stackor, 46 Stackor, 56 Stackor, 62 Stackor, and 72 Stackor.

2003

The mill began operating equipment to further improve the quality of linerboard produced at Missoula. Equipment was installed to remove sand, wood, dirt, shives, and OCC stickies from the linerboard sheet. The smoothness of the linerboard sheets was also improved. Several improvements were made to the chip Kamyr digester to further improve the quality of pulp produced and to increase the digester production capacity.

2004-2006

The Missoula mill is budgeted to produce 1675 tons/day of Kraft linerboard with 65-75% of fiber supply from wood pulp and 25-35% from recycled OCC. Although residual chips from sawmills provide the majority of wood fiber needs, pulp wood processed through the mill's chipper and satellite chippers has become an increasing percentage of wood fiber used by the mill.

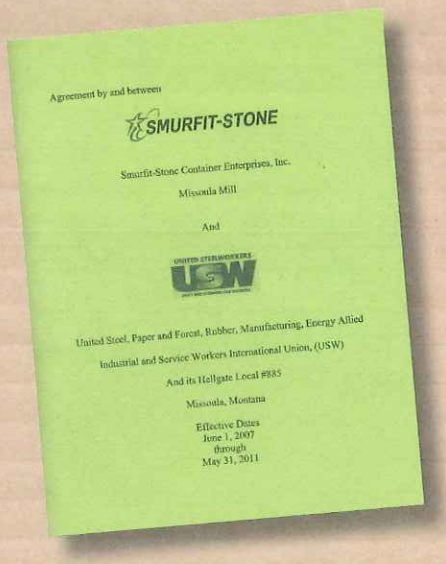
In 2005 a turbine generator from the shutdown Circleville mill was installed and placed into operation increasing the mill generation to 14 MWh.

2007

Missoula Mill produced 1720 tons/day. The mill currently employs 75 salaried exempt and non-exempt staff and 366 hours employees who are members of the United Steel Workers.

2008-2009

With the decline in the overall United States economy the No. 2 machine was curtailed in early November of 2008. The No. 2 machine remained down all of 2009. The No. 3 machine was curtailed for over one month in 2009. The amount of sawmill residual chips declined significantly due to the decline in home building requiring the mill chipper to produce approximately ninety percent of the required chips. With the operation of one machine the mill employs approximately 330 hourly employees and 68 salaried employees.


Agreement by and between

SMURFIT-STONE

Smurfit-Stone Container Enterprises, Inc.

Missoula Mill

And

USW

United Steel, Paper and Forest, Rubber, Manufacturing, Energy Allied Industrial and Service Workers International Union, (USW)

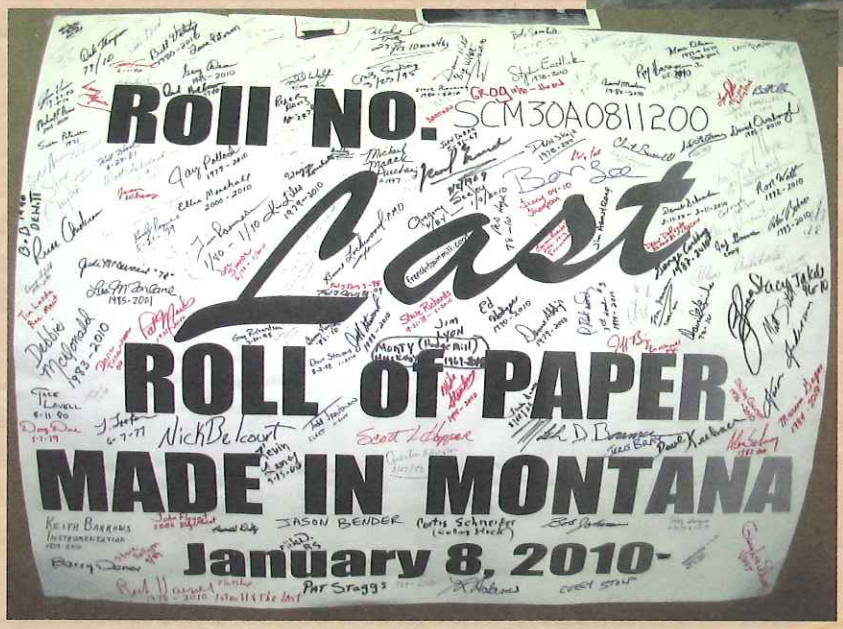
And its Hellgate Local #885

Missoula, Montana

Effective Dates
June 1, 2007
through
May 31, 2011

2010

The Missoula mill officially closes February 11, 2010.



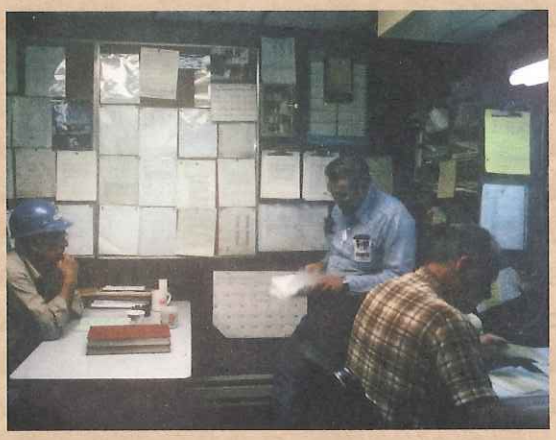
Crew that produced the last reel.
Adrian Vincent present for the first reel and the last reel.

SMURFIT-STONE

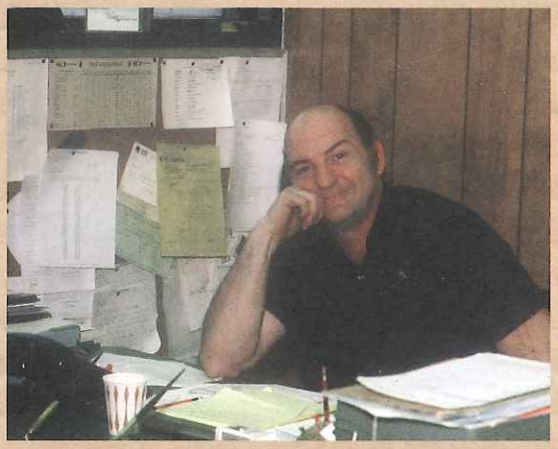
A Lifetime of Co-workers and Friends

SALARIED EMPLOYEES - 12-9-2009

Name	Job Title	Hire Date
Drexel D. Mills	Power & Recovery Superintendent	02/05/62
Loren T. Shriner	Utilities Production Supervisor	05/31/65
Gene F. Hellman	Utilities Production Supervisor	10/12/65
Michael D. McDonald	Utilities Production Supervisor	12/08/65
Sidney R. LaTray	Paper Production Supervisor	11/16/66
Thomas J. Richardson	Maintenance Mechanical Supervisor	03/15/69
Neal D. Marxer	Technical Manager	09/02/69
Bruce R. Babin	Asst. Wood Yard Superintendent	05/12/70
Susan L. Petersen	Executive Secretary	10/29/71
Jay Howard	Maintenance Mechanical Supervisor	01/25/72
Robert W. Salo	Traffic Manager	09/19/72
Marc D. Olson	Asst.Technical Power Plant Supt.	01/02/73
Dale P. Marks	Maintenance Mechanical Supervisor	09/19/73
Barry Doner	General Manager	06/01/74
Patrick R. Clevenger	Materials Manager	06/09/75
Neil Maier	Utilities Production Supervisor	01/12/76
Ken Erickson	Utilities Production Supervisor	06/25/76
William J. Kohl	Operations Manager	08/02/76
Bradley K. Madison	Asst. Pulp Mill Superintendent	09/12/77
Robert D. Fifield	Paper Machine Superintendent	09/26/77
Louis J. Presta	Maintenance & Engineering Manager	10/24/77
David L. Stengel	Power Plant Asst. Superintendent	01/04/78
Judi A. McDermeit	Maintenance Secretary	01/16/78
Kenneth E. Colyer	Controller	03/20/78
William H. Engelstad	Maintenance Mechanical Supervisor	08/16/78
Bernie Tiensvold	Paper Production Supervisor	08/31/78
Stephen M. Eastlick	Engineering Manager	09/11/78
Dennis Iddings	Paper Production Supervisor	05/31/79
Donald R. Lewis	Maintenance E & I Supervisor	06/04/79
Kevin Frame	Paper Production Supervisor	09/25/79
David R. McKay	Maintenance PDM/Lube Supervisor	09/26/79
Gordon (Jay) Pollock	Maintenance Utilities Superintendent	12/05/79
William A. Vetaly	Maintenance Paper Superintendent	04/28/80
John W. Black	Maintenance Mechanical Supervisor	09/16/80
Brent Hawkey	Paper Machine Superintendent	08/05/82
James H. Heath	Pulp Mill Superintendent	08/16/82
Paula R. Lamey	Quality Assurance Manager	08/16/82
Thomas D. Steigers	Information Systems Supervisor	01/31/83
Debra J. McDonald	Traffic Clerk	05/02/83
Michael S. Wills	Asst.Technical Paper Machine Supt.	08/15/83
Jenifer E. Brown	Maintenance Planner	03/05/84
Russell B. Anderson	Sr. Maintenance Engineer	06/04/84
Luanne M. Felstet	Accountant	07/31/84



Mark G. Vosburgh	Maintenance Planner	10/07/85
Edgar C. Scott	Asst Pulp Mill Superintendent	05/27/88
Terrance J. McLaughlin	Senior Environmental Engineer	06/26/89
David E. Gierke	Senior Project Engineer	03/01/90
Gary F. Adams	Maintenance Planning Superintendent	07/31/95
Michael J. Maack	Purchasing Manager	01/16/97
Stacy Jakob	Accountant	01/16/98
Debra L. Saunders	Accounting Clerk	07/07/98
Matthew J. Schell	Maintenance Planner	09/01/99
Scott Barton	Maintenance E & I Supervisor	01/01/00
Kevin Lamey	Accounting Manager	03/15/00
Gordon H. Greninger	Senior Project Engineer	04/01/00
James P. Noonan	Sr. Information Systems Specialist	06/01/00
Todd D. Wulf	Safety Director Superintendent	01/01/01
Elinor Marshall	Human Resources Secretary	03/01/01
Steven E. Claytor	Paper Mill Superintendent	02/16/02
Michael E. Pierce	Maintenance E & I Supervisor	05/16/03
Jeffrey F. Briggs	Environmental Manager	10/01/03
Thomas J. Kammerer	Senior Project Engineer	03/16/04
Jason Boeckel	Environmental Engineer	09/01/06
Autum Emerson	Nurse	12/01/06
Lyle Ferguson	Maintenance Mechanical Supervisor	03/19/07
Ben Huss	Purchasing Specialist	05/17/07
Paula Schroeder	Operations Administrative Clerk	06/01/08
Grace E. Pena	Human Resources Manager	07/16/08

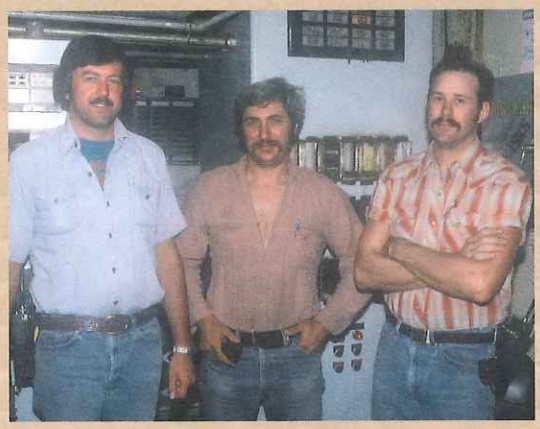


C00000623

A Lifetime of Co-workers and Friends

HOURLY EMPLOYEES - 12-9-2009

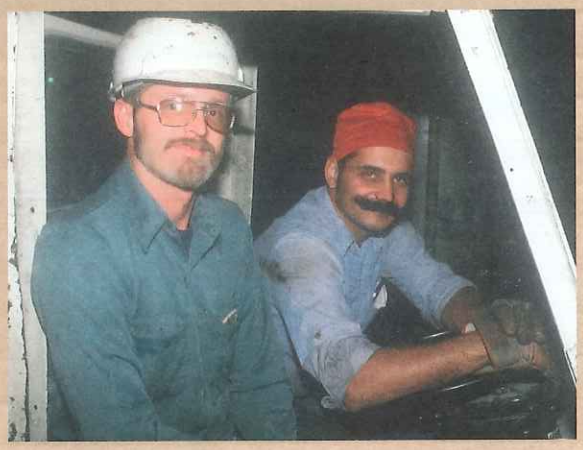
Name	Job Title	Hire Date
Malcolm Deschamps	Kamyr Cook 1	8/9/1958
Daniel Beaulieu	A-Mechanic - Days	8/15/1966
Percy Moe	A-Mechanic - Days	10/1/1966
John L. Dobak	A-Mechanic - Days	5/31/1967
Nelson Big Sam	Machine Tender PM #3	9/17/1968
Jerry Sammons	Recaust Operator	2/26/1969
Robert Pyron	Recovery Control Operator	4/7/1969
Dale Smith	A-Mechanic - Days	4/11/1969
Ronald Marcum	Washer/Batch Utility	6/30/1969
Kenneth Tritz	A-Mechanic - Shift	10/6/1969
James Schneiter	Washer/Batch Utility	10/7/1969
Terry Thompson	Chip Dock Operator	12/3/1969
Terry Steigers	Sr. Control Tester	10/13/1970
David Williams	Washer Operator 1	5/3/1971
Gary Haines	Load Lugger	9/1/1971
Thomas McNeal	Kamyr Cook 1	9/28/1971
Gary Polakow	Load Lugger	1/6/1972
David Holmes	Recaust Operator	2/25/1972
Ronald Tonasket	Recovery Control Operator	9/8/1972
Donald Serba	Chip Analyst	9/19/1972
Vernon Muchmore	Recovery Control Operator	11/4/1972
Peter Effenberger	Chip Dock Operator	12/23/1972
Kenneth Cowley	A-Mechanic - Days	4/26/1973
Jan Hulquist	Chip Dock Operator	5/4/1973
David Wycoff	Recovery Control Operator	5/22/1973
Thomas Tucker	A-Mechanic - Days	9/11/1973
Lloyd Maier	OCC Plant Operator	9/18/1973
Cliff Danforth	A-Mechanic - Days	10/2/1973
Richard Stegner	Shift Tester 1	6/3/1974
Lewis Ockert	Chip Analyst	8/19/1974
Larry Matten	Kamyr Cook 1	8/27/1974
Vincent Scales	Washer Operator 1	9/4/1974
Roger Davis	Shipper	10/29/1974
Clark Matt	Recaust Operator	11/1/1974
Roger Clixby	Machine Tender PM #3	11/11/1974
Allen Legreid	Power Turbine Operator	7/25/1975
John B. King	Washer Operator 1	9/18/1975
Jack D. Phillips	A-Mechanic - Days	10/12/1975
Allen Archibald	Machine Tender PM #3	10/14/1975
Robert Ballowe	Kamyr Cook 1	1/8/1976
Stephen Carrick	Control Tester-Shift	1/20/1976
Robert Monroe	Power Turbine Operator	3/16/1976
Shirley Courser	Store Keeper 2	3/29/1976



Michael Kelly	Machine Tender PM #3	4/12/1976
Preston Jones	#4 Fireman-Field	4/13/1976
Jeff Putnam	Kamyr Cook 2	4/19/1976
Scott Thorning	Store Keeper	5/14/1976
Dan Walker	Power Turbine Operator	5/20/1976
Daniel Schmidt	A-Mechanic - Days	1/13/1977
David Englund	OCC Plant Operator	3/28/1977
Lue Yang	#4 Fireman-Field	3/29/1977
Douglas Nyberg	Kamyr Cook 2	4/1/1977
Nathaniel Evans	A-Mechanic - Days	5/9/1977
Guy Rasmussen	A-Mechanic - Days	5/26/1977
Jeff Ouellette	Kamyr Cook 2	6/6/1977
Trent Looker	Back Tender PM #3	6/7/1977
Robert Corn	#4 Fireman-Field	9/12/1977
Richard Rashall	Waste Fuel Panel	9/22/1977
Steven Longpre	Washer Operator 1	12/12/1977
Jeffrey Stewart	Back Tender PM #3	2/22/1978
Monte Hegel	Back Tender PM #3	3/10/1978
Stan Netzer	Back Tender PM #3	5/4/1978
John Pearce	#4 Fireman - Field	5/11/1978
Scott Miller	A-Mechanic - Shift	5/22/1978
Joseph Simone	A-Mechanic - Days	6/26/1978
Ron Chatriand	A-Mechanic - Shift	7/3/1978
Richard Varner	A-Mechanic - Shift	7/5/1978
Brian Edwards	Waste Fuel Panel	7/11/1978
Robert Vine	Senior Loader	8/2/1978
Ronald Corcoran	A-Mechanic - Days	8/29/1978
Timothy Steigers	A-Mechanic - Days	9/1/1978
Lester Silverthorne	A-Mechanic - Days	9/6/1978
James Nichols	A-Mechanic - Days	9/15/1978
Stephen Richards	A-Mechanic - Days	9/21/1978
Dean Skaja	Store Keeper 2	9/28/1978
Steven Morin	Power Turbine Assistant	10/5/1978
John Hegel	Kamyr Cook 2	11/20/1978
Kelly Jette	Store Keeper 2	12/8/1978
Randy Schwaderer	Power Turbine Assistant	12/14/1978
John Chaussee	Power Turbine Operator	12/28/1978
Mike E. Johnson	Control Tester-Shift	12/30/1978
Tou Lee	Waste Fuel Field	12/31/1978
Kenneth Courser	OCC Plant Operator	4/20/1979
Douglas Dove	A-Mechanic - Days	5/7/1979
Richard Cline	Chip Dock Operator	5/9/1979
Randy Raymer	Oiler-Days	5/21/1979
Kim Liles	Back Tender PM #3	5/30/1979
Dave Cyr	Wood Yard Operator	6/26/1979
Frank Stanley	Washer / Batch Utility	6/27/1979
Janele Sullivan	Shift Tester 1	6/28/1979
John Bigart	Store Keeper	7/11/1979
Blaine Edwards	Oiler-Shift	7/30/1979
Dennis Conley	Oiler-Shift	8/3/1979
David Mascazine	Oiler-Shift	8/6/1979
Russell Dietz	Lab Utility Cleanup	8/10/1979

HOURLY EMPLOYEES

Kenneth Ellis	Oiler-Shift	8/15/1979
Bill Godwin	Wood Yard Operator	8/16/1979
Perry Angelstad	Water Tender	8/20/1979
Randall Monrean	A-Mechanic - Days	8/23/1979
Bruce Lockwood	A-Mechanic - Days	8/27/1979
Keith Barrows	A-Mechanic - Days	9/5/1979
William Boldt	A-Mechanic - Days	9/10/1979
Claude Tillotson	Shipper	9/11/1979
Gary Fisher	Power Turbine Assistant	9/13/1979
Dale Thompson	Senior Loader	9/14/1979
Duane Smith	Waste Fuel Panel	9/24/1979
Jim Bradford	Shipper	10/10/1979
Daniel Rockwood	Fourth Hand PM #3	10/19/1979
Randy Peplow	Waste Fuel Panel	11/1/1979
Steve Resner	Waste Fuel Field	11/8/1979
William Ellen	Third Hand PM #3	11/9/1979
Manuel Marry	OCC Plant Operator	11/13/1979
George Allen	Chip Systems Utility	11/14/1979
Stanley Job	Chip Systems Utility	11/19/1979
Robert Nixon	A-Mechanic - Days	12/5/1979
David Putman	A-Mechanic - Days	1/7/1980
Robert Ahlin	Wood Yard Operator	1/28/1980
Dana Cotnoir	Chip Systems Utility	1/28/1980
Anna Maze	Third Hand PM #3	1/28/1980
Timothy Rasmussen	Shipper	1/28/1980
Gary Edgar	A-Mechanic - Shift	2/6/1980
Dave Brown	Shipper	2/11/1980
David Koontz	Shipper	2/11/1980
Gene Pollock	Chip Systems Utility	2/11/1980
Darrell Schwaderer	Third Hand PM #3	2/11/1980
William Maxey	Power Turbine Assistant	2/12/1980
Steven Ronning	A-Mechanic - Shift	2/18/1980
Michael Deardurff	A-Mechanic - Days	2/25/1980
Quentin Hensen	OCC Plant Asst. Operator	2/27/1980
David Madsen	Utility PM #3	3/5/1980
Ray Powell	A-Mechanic - Days	4/1/1980
Michael Tritz	Utility PM #3	4/1/1980
Thomas Fedele	Senior Loader	5/1/1980
Mike Jakob	C-Mechanic	6/9/1980
Gregory Ritter	A-Mechanic - Days	6/19/1980
Randall Block	A-Mechanic - Shift	6/23/1980
Roger Nagy	Utility PM #3	7/2/1980
Timothy Cardarelli	Utility PM #3	7/10/1980
John Hartley	Fourth Hand PM #3	7/21/1980
Jack Lovell	Fourth Hand PM #3	8/11/1980
Edward Marks	A-Mechanic - Days	8/25/1980
Rickard Nagy	Oiler - Days	10/2/1980
Bryan Gustafson	Fourth Hand PM #3	10/24/1980
Kelly Brault	C-Mechanic	10/30/1980



Jeannette Feltus	Waste Fuel Field	1/9/1981
Andrew Depuydt	Shift Tester 1	1/26/1981
Gerald Nichols	Store Keeper	1/27/1981
Gerald Dreyer	Senior Loader	1/29/1981
Patricia Greany	OCC Plant Asst. Operator	2/5/1981
Dwayne Garner	Oiler - Days	2/9/1981
Russell Peterson	Shift Tester 1	2/17/1981
Larry Job	A-Mechanic - Days	6/1/1981
William Wood	Oiler - Days	6/29/1981
Brian Nelson	Fifth Hand PM #3	3/29/1982
Alan Selway	A-Mechanic - Days	3/29/1982
Ronald Ritter	A-Mechanic - Shift	6/7/1982
Barry Naylor	A-Mechanic - Days	6/8/1982
Lisa Courser	Load Lugger	12/27/1982
Rick Deniger	Load Lugger	12/27/1982
James Visser	Fifth Hand PM #3	12/27/1982
Charles Wemple	Waste Fuel Field	12/27/1982
Connie Thompson	Lab Utility Cleanup	12/28/1982
Gary Fredericks	A-Mechanic - Days	5/9/1983
Keith Matthaes	Water Tender	6/27/1983
Terry Paske	Common Relief	8/24/1983
James Bleibtrey	Paper Tester	10/3/1983
Randle Jolliffe	Water Tender	10/3/1983
Jimmie McKay	Recaust Operator	2/14/1984
Timothy Heffernan	Waste Fuel Unloader	2/21/1984
Rodney Kessler	D-Mechanic	3/5/1984
Jean Carpenter	Paper Tester	4/25/1984
Marvin Gager	A-Mechanic - Days	8/13/1984
Ray Hitchcock	OCC Plant Asst. Operator	8/16/1984
James Haaglund	Loader/Chemical Unloader	9/5/1984
Robert Johnson	A-Mechanic - Shift	9/5/1984
Michael Sorenson	Log Handler	9/5/1984
Arlen Arends	Common Relief	9/12/1984
Carl King	Paper Tester	9/12/1984
Debra Lehman	Tall Oil & Liquor Utility	9/12/1984
Bonnie Gilbert	Kiln Operator	10/3/1984
Gregory Seeley	A-Mechanic - Days	5/14/1985
Mark Millhouse	A-Mechanic - Days	1/13/1986
Maridell Bandy	OCC Warehouse Person	4/28/1986
Robert Riggs	OCC Warehouse Person	4/28/1986
Marianna Molenda	Paper Tester	10/6/1986
Ronald Cook	Tall Oil & Liquor Utility	11/13/1986
David Overbaugh	A-Mechanic - Shift	11/13/1986
Robert Sanchelli	D-Mechanic	11/13/1986
George Corddry	Loader/Chemical Unloader	10/6/1987
David Keehner	Fifth Hand PM #3	10/6/1987
David Weyers	Fifth Hand PM #3	10/6/1987
Thomas Dellwo	OCC Plant Asst. Operator	9/5/1989
Christopher Johnson	Log Handler	9/5/1989
Donald Meuchel	Washer / Batch Utility	9/5/1989
Steve Hallgren	Recaust Assistant	9/18/1989
Carl Murphy	Lab Utility Cleanup	9/18/1989

HOURLY EMPLOYEES

Patricia Staggs	Lab Utility Cleanup	9/18/1989
Joe Trujillo	Recaust Assistant	9/18/1989
Martin Wisherd	Loader/Chemical Unloader	9/18/1989
Joseph Bechtold	Kiln Operator	9/29/1989
Eddy Brewer	Common Relief	9/29/1989
Joyce Lundell	Wood Yard Operator	9/29/1989
Edwin Baylor	Wastefuel Unloader	4/19/1990
Joseph Koesler	Common Relief	4/19/1990
Duane Sharp	Tall Oil & Liquor Utility	4/19/1990
Iris Slocum	Waste Fuel Unloader	4/19/1990
Ron Thomas	Recaust Assistant	4/19/1990
Jay Williams	Kiln Operator	4/19/1990
Louis Daviau	Pulp Relief	6/1/1990
Robert Dewitt	Kiln Operator	6/1/1990
Thomas Finch,Jr	Oiler - Days	6/1/1990
Edmond Hodges	Sixth Hand PM #3	6/1/1990
Dennis Mickelson	Recaust Assistant	6/1/1990
David Hill	Sixth Hand PM #3	10/29/1990
Rocky Koepplin	Wastefuel Unloader	10/29/1990
Randy Morton	Tall Oil & Liquor Utility	10/29/1990
Tom D. Peterson	A-Mechanic - Days	10/29/1990
Gregory Winstone	Chipper Operator	10/29/1990
Gary Schwarz	A-Mechanic - Days	1/28/1991
Stephen Davis	Loader/Chemical Unloader	2/15/1991
Matt Indreland	Sixth Hand PM #3	2/15/1991
John Morris	Log Handler	2/15/1991
Keith Pearson	OCC Warehouse Person	2/15/1991
Robert Larson	Water Tender	4/2/1991
John Pearson	Sixth Hand PM #3	4/2/1991
Jennifer Hershman	Pulp Relief	5/10/1991
Karen Redman	Log Handler	8/7/1991
Timothy Hansen,	Spare Hand	11/15/1991
Leanne Farnum	Pulp Relief	12/6/1991
Douglas Gibbs	A-Mechanic - Days	12/6/1991
Marlon Clapham	A-Mechanic - Shift	3/2/1992
Ronald Watt	A-Mechanic - Days	5/27/1992
Brett Michels	Log Handler	10/12/1992
Ralph Sample	Loader / Switchperson	10/16/1992
Jeff Harshbarger	A-Mechanic - Shift	1/11/1993
Mitchell Hines	Pulp Relief	1/18/1993
Robert Behner	Spare Hand	4/1/1993
William Squires	Spare Hand	4/1/1993
Steven Greene	Pulp Relief	5/12/1993
Michael Gullette	Spare Hand	6/6/1994
Jerald Nordhus	A-Mechanic - Days	6/14/1994
Patricia Steinbruecker	Spare Hand	6/14/1994
Randal Schmill	Chipper Operator	8/22/1994
David Schwartzman	Loader / Switchperson	8/22/1994
Jeffrey Neville	Spare Hand	11/14/1994

AGREEMENT BETWEEN

HOERNER WALDORF CORPORATION OF MONTANA

AND THE INTERNATIONAL BROTHERHOOD OF PULP, SULPHITE AND PAPER MILL WORKERS AND ITS HELLGATE LOCAL 885

EXPIRATION DATE: MAY 31, 1973

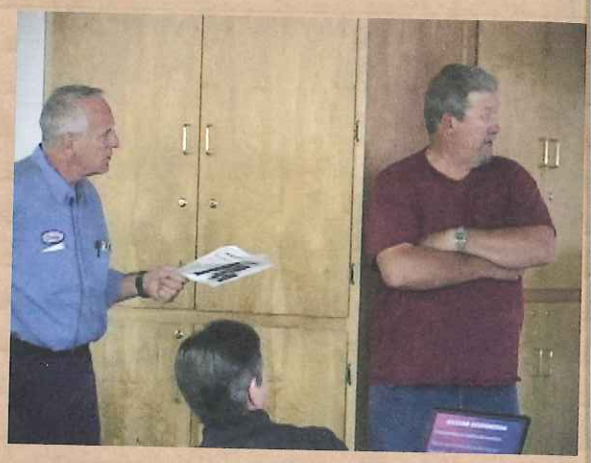
MISSOULA, MONTANA

C00000628

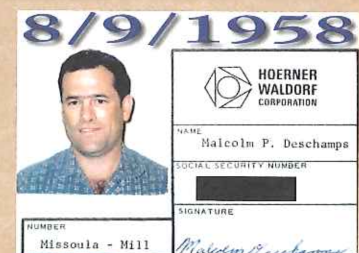
Dirk Ibsen	A-Mechanic - Days	1/23/1995
Dan Hershman	A-Mechanic - Shift	2/6/1995
Timothy Bibler	Common Relief	3/13/1995
Craig Sandberg	Loader / Switchperson	3/13/1995
Greg Richardson	Spare Hand	3/20/1995
Richard Shepard	A-Mechanic - Shift	4/24/1995
Robert Felts	A-Mechanic - Days	6/12/1995
Randell Evans	A-Mechanic - Days	8/7/1995
Thomas Adams	A-Mechanic - Shift	6/3/1996
Scott Hopper	A-Mechanic - Days	11/4/1996
Gregory Terrell	A-Mechanic - Shift	11/11/1996
Stephen Emerson	A-Mechanic - Days	2/3/1997
Eugene Quillen	A-Mechanic - Days	4/1/1997
Wayne Touchette	A-Mechanic - Shift	4/1/1997
Timothy Lande	A-Mechanic - Days	6/2/1997
Scott Massey	A-Mechanic - Days	6/2/1997
David Stevens	A-Mechanic - Days	3/2/1998
Ben T. Lee	A-Mechanic - Days	7/27/1998
Morris Olson	A-Mechanic - Days	8/10/1998
Billy Johnson	A-Mechanic - Days	9/14/1998
Douglas Closson	A-Mechanic - Days	9/9/2000
David Millhouse	A-Mechanic - Days	8/26/2002
Michael Hantz	A-Mechanic - Days	9/3/2002
Stuart Carlson	A-Mechanic - Days	1/6/2003
Shane Bryson	Maintenance Clean-Up	4/14/2003
Ted Davis	Shipping Relief	4/14/2003
Frank Lovell	Recovery Relief	4/14/2003
Patrick Nagy	Recovery Relief	4/14/2003
Matthew Plute	Recovery Relief	4/14/2003
Michael Steinberg	A-Mechanic - Days	4/14/2003
Robert Cummins	A-Mechanic - Days	5/20/2003
Randy Nordhus	Log Handler	5/21/2003
Mark Sherrill	A-Mechanic - Days	5/21/2003
Mark Snead	Chipper Operator	5/21/2003
Troy Weishaar	Recovery Relief	5/21/2003
Michael Bauman	A-Mechanic - Days	7/23/2003
Dennis Persicke	A-Mechanic - Days	7/23/2003
Robert Block	Loader / Switchperson	12/17/2003
Scott Wik	Recovery Relief	12/17/2003
Kevin Eichert	Recovery Relief	1/5/2004
Darrell Hellman	Log Handler	1/5/2004
Todd Beaulieu	Shipping Relief	3/22/2004
Jack Klaudt	OCC Warehouse Person	3/22/2004
Laura Peterson	Spare Hand	3/22/2004
William Smith	Spare Hand	3/22/2004
Wade Campbell	Labor Pool	6/1/2004
Jay Greaves	Spare Hand	6/1/2004
Robert Pearson	Log Handler	6/1/2004
Ryan Pollock	Spare Hand	6/1/2004
Rory Richardson	Chipper Operator	6/1/2004
John Thompson	Labor Pool	6/1/2004
Isaac Welch	A-Mechanic - Days	6/1/2004

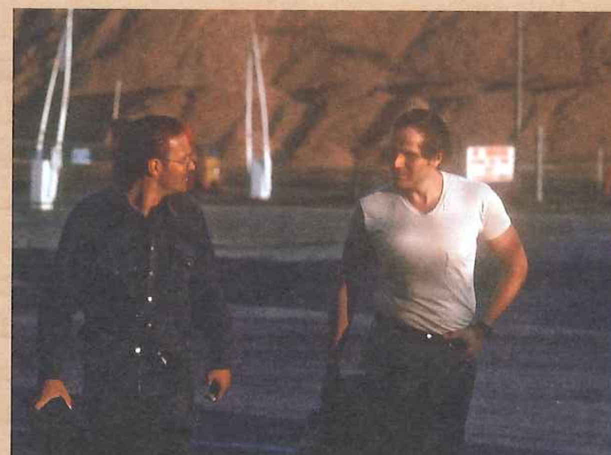
HOURLY EMPLOYEES

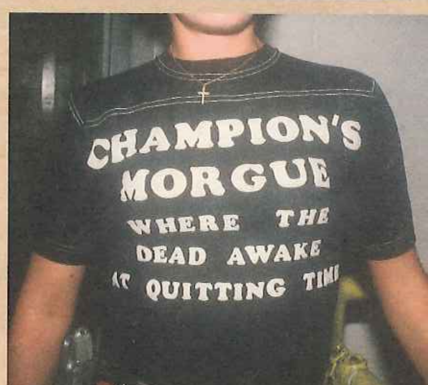
Brian Dorsett	Recovery Relief	8/16/2004
Tracy Thompson	Recovery Relief	8/16/2004
Trent Sorenson	A-Mechanic - Days	9/7/2004
Nick Belcourt	A-Mechanic - Days	9/27/2004
Steve Kruhmin,	A-Mechanic - Days	9/27/2004
Todd Trautman	A-Mechanic - Days	11/1/2004
Corey Stolp	Labor Pool	1/17/2005
Tom Zimmerman,	Labor Pool	1/17/2005
Jeris Bray	Labor Pool	2/28/2005
Eric Cortwright	Labor Pool	2/28/2005
Matthew Dauenhauer	Labor Pool	2/28/2005
Dan Orr	A-Mechanic - Days	2/28/2005
Joe Heffner	Labor Pool	3/28/2005
Roy Houseman	Labor Pool	3/28/2005
Rod Morgan	A-Mechanic - Days	3/28/2005
Kurt Shipley	A-Mechanic - Days	3/28/2005
Jason Bender	A-Mechanic - Days	5/16/2005
Brian Sailer	A-Mechanic - Days	6/13/2005
Curtis Schneider	A-Mechanic - Days	10/17/2005
Clint Buswell	A-Mechanic - Days	10/24/2005
William Adams	Labor Pool	2/27/2006
Jim Armstrong	A-Mechanic - Days	2/27/2006
Randy Beaudry	Labor Pool	2/27/2006
Scott Davis	Labor Pool	2/27/2006
Richard Wharry	Labor Pool	2/27/2006
Andy Kukes	A-Mechanic - Days	4/17/2006
Aaron Anderson	A-Mechanic - Days	6/26/2006
Jim Hoiland	A-Mechanic - Days	6/26/2006
Steve Hollis	Labor Pool	7/31/2006
Dane Lindquist	Labor Pool	7/31/2006
Grace Nelson	Labor Pool	7/31/2006
Allen Sherman	Labor Pool	7/31/2006
Mick Schreckendgust	A-Mechanic - Days	8/15/2006
Jim Lyon	A-Mechanic - Days	9/11/2006
Howard Cotton	A-Mechanic - Days	10/2/2006
Dion Carey	A-Mechanic - Days	10/16/2006
Jerry Bauer,	A-Mechanic - Days	11/27/2006
John Flaget	A-Mechanic - Days	11/27/2006
Jerry Pederson	A-Mechanic - Days	12/4/2006
James Bishop	A-Mechanic - Days	3/19/2007
Jeff Runyan	A-Mechanic - Days	6/9/2008
Zachary Bauer	Labor Pool	7/16/2008
Douglas Cummins	Labor Pool	7/16/2008
Brian Legreid	Labor Pool	7/16/2008
Dana Richardson	Labor Pool	7/16/2008
Mike Dougherty	A-Mechanic - Days	8/11/2008
Randy Miessner	A-Mechanic - Days	9/15/2008
Deven Smith	A-Mechanic - Days	4/6/2009
Jerry Busby	A-Mechanic - Days	10/26/2009



A Lifetime of Shiftwork







Peoplesoft No	USE MILITARY TIME	Name: GARY Edgar	Crew:	Date: 1-17-10

Time Conversion	Entry	Start Time	End Time	WORK ORDER Number/task	TIME CODE	JOB RATE
7:00 - 7:00	1	1930	0230	0 0 739299 _ 01		
8:00 - 8:00	2			0 0 _		
9:00 - 9:00	3			0 0 _		
10:00 - 10:00	4			0 0 _		
11:00 - 11:00	5			0 0 _		
12:00 NOON	6			0 0 _		
1:00 - 13:00	7			0 0 _		
2:00 - 14:00	8			0 0 _		
3:00 - 15:00	9			0 0 _		
4:00 - 16:00						
5:00 - 17:00						
6:00 - 18:00						
7:00 - 19:00						
8:00 - 20:00						
9:00 - 21:00						
10:00 - 22:00						
11:00 - 23:00						
11:59 - 23:59						
MIDNIGHT						

Time Code Descriptions

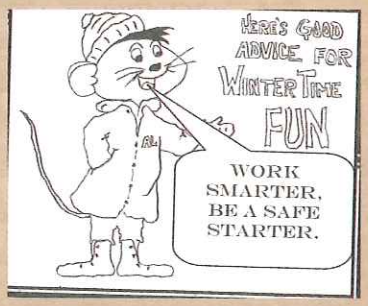
AWP	ABSENT W/ PERMISSION
ABS-U	ABSENCE UNPAID
CALLIN	CALL-TIME
CALLIN FIRE	FIRE BRIGADE
JURY DUTY	JURY DUTY
LATE	ARRIVED LATE
LE	LEFT EARLY
MEETING	MEETING
SAFETY	SAFETY ACTIVITIES
SICK-DAY-U	SICK DAY-UNPAID
TRN	TRAINING
UNIONBUS	UNION BUSINESS
WORK	WORK-REGULAR

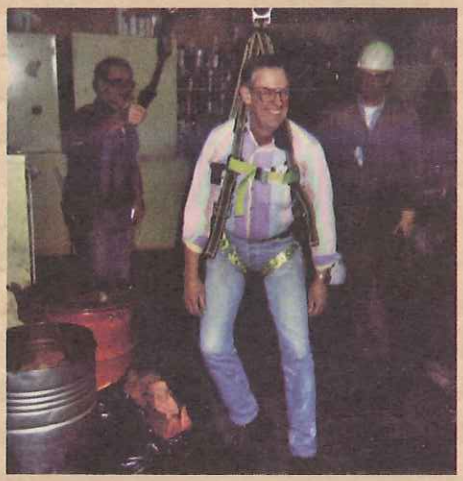
Comments:

WORK THRU LUNCH ☐ CheckBox Supervisor Approval:

C00000631

A Lifetime of Safety





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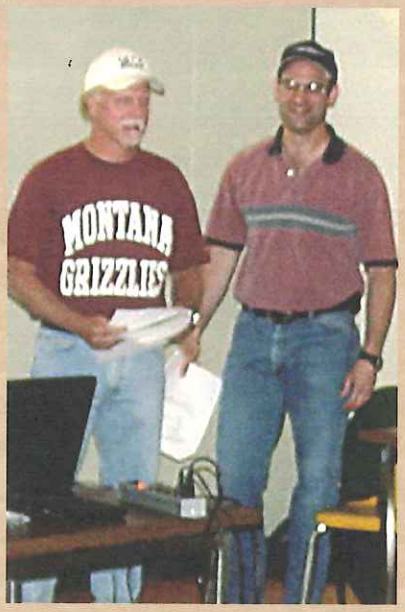
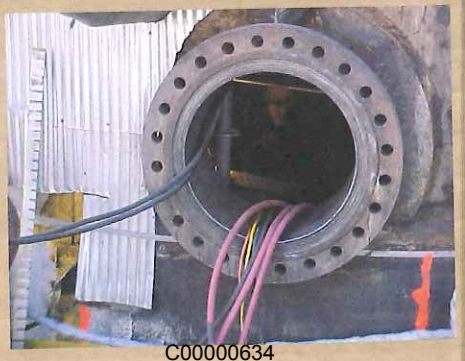


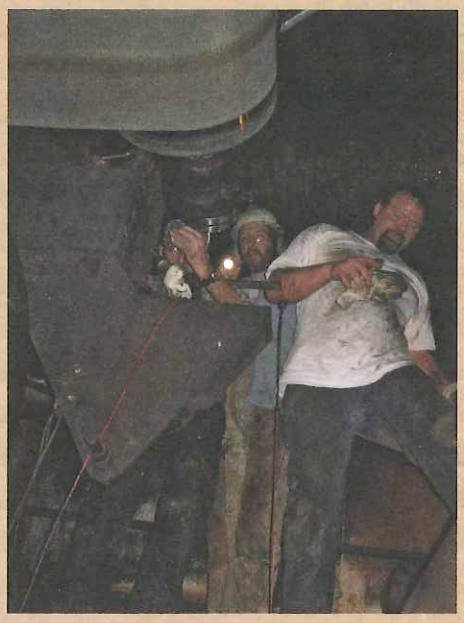
Safety University
The Beard Policy
The Smoking Policy
LockOut-TagOut
MSDS
Recordable Rate
Lost Time Accidents
Near Miss Reports

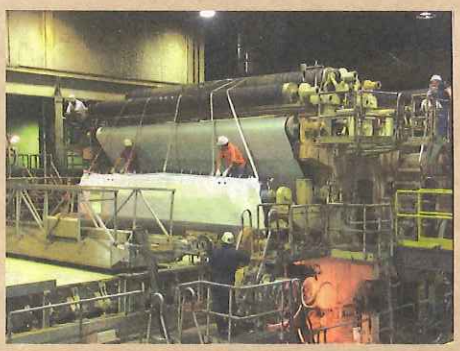
SMURFIT-STONE
ACCIDENT
FREE
ENVIRONMENT

C00000633

A Lifetime of Shutdowns and Startups







C00000635

A Lifetime of Community Service

MISSOULA MT SENTINEL
SOUTHSIDE ALLSTARS
2004 STATE CHAMPIONS

Gary Adams—Manager
Tom Steigers—Coach
Al Gilfillan—Coach

Dylan Adams, Chad Benson, John Boelman, Stuart Clemow, Blaine Dauenhauer, John Dickerson, Jake Grimstad, Bryce Johnson, Ryan Landolfi, Ricky Regh, Dylan Steigers

United States
Department of Agriculture

Certificate of Appreciation

Awarded to

Western Montana Trail Riders Association

Trap, Neuter, Release

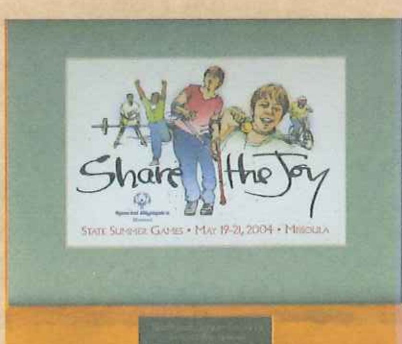
"Number One Donor" Award

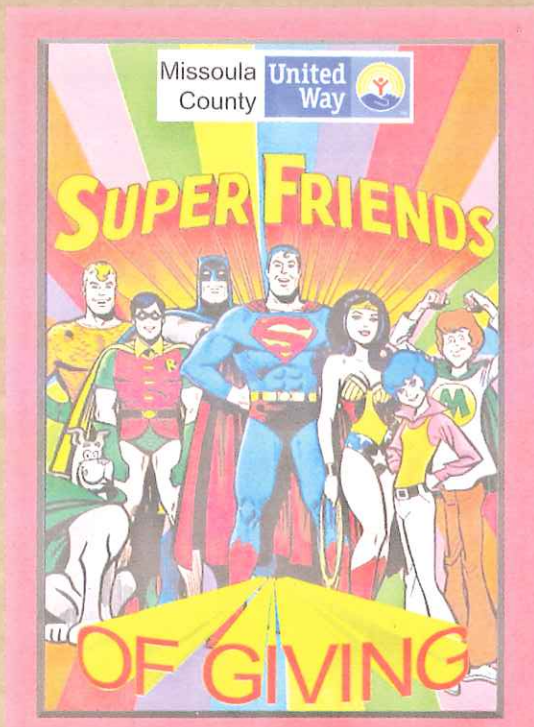
With gratitude and pride
United Way of Missoula County
honors

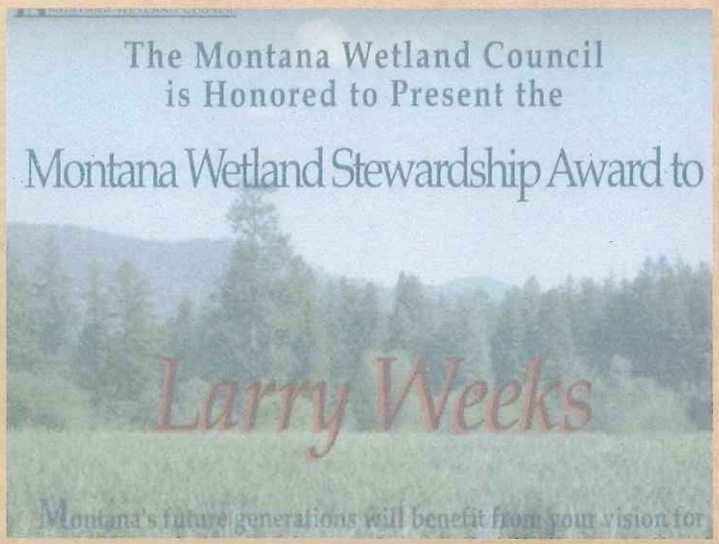
Smurfit-Stone Container Corporation,
Salaried Employees and Local 885

for their outstanding contributions
to our 2007 Campaign

Missoula County United Way







THE SALVATION ARMY

We thank Smurfit Stone for their generous and faithful support of our Disaster Services Vehicle. Because of your financial support, we are ready to serve our community when needed.

MISSOULA CHAMBER
MISSOULA AREA CHAMBER OF COMMERCE

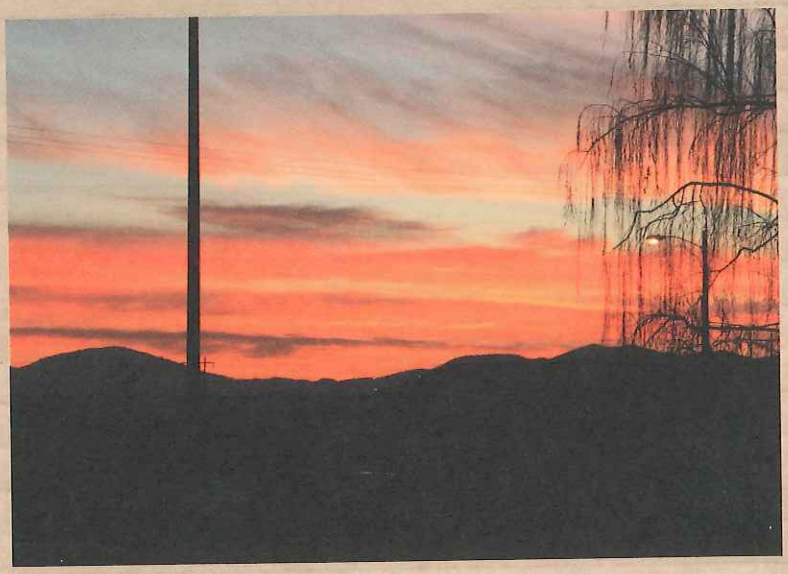
Watershed Education Network

THANK YOU
Smurfit Stone
2008

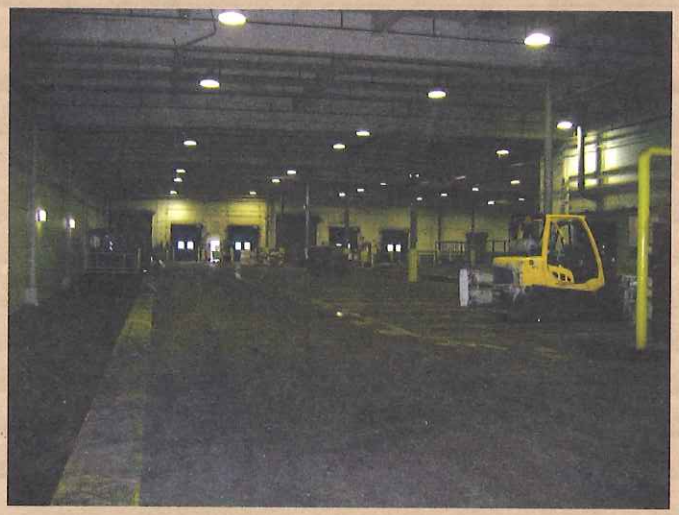
Growing the next generation of water stewards!
montanawatershed.org

C00000637

Endings



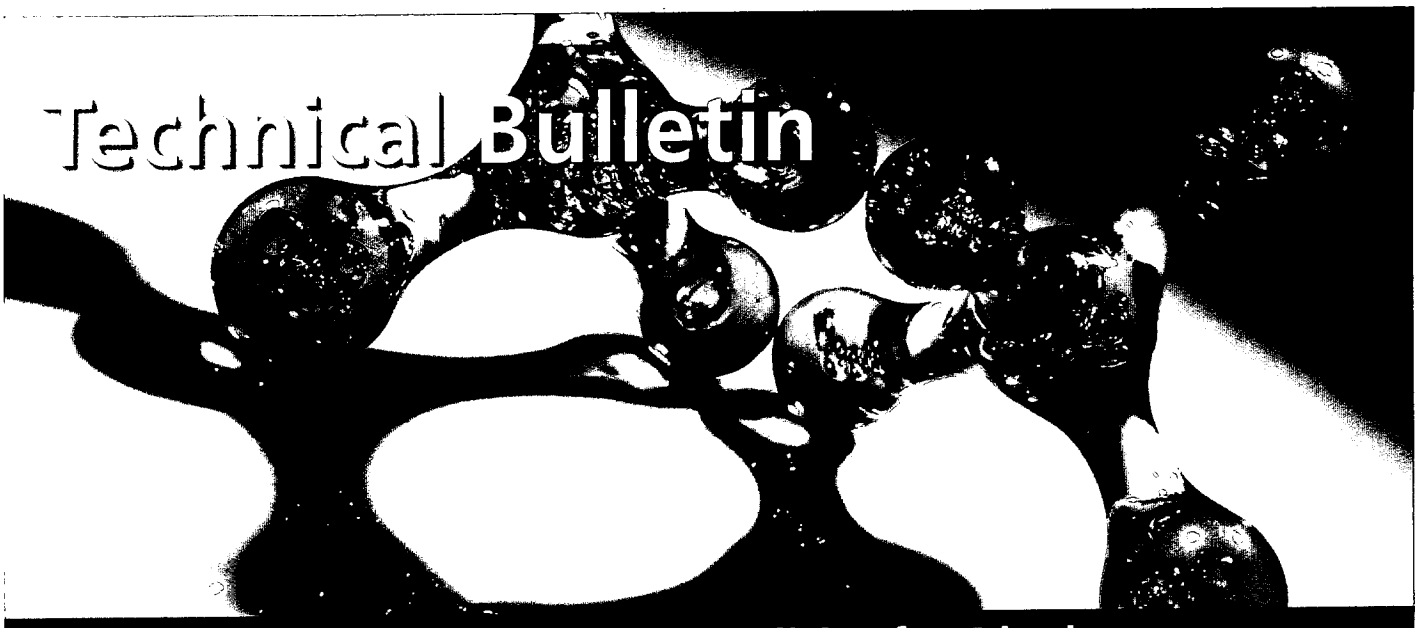

Last
ROLL of PAPER
MADE IN MONTANA
January 8, 2010



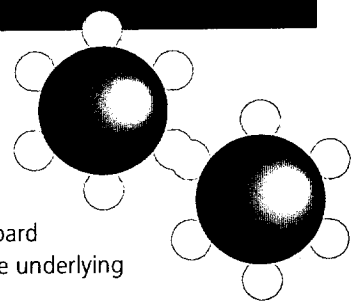
"As I sit here now...I can't say I would have done anything differently if I had to do it over again. Now in the evening of our lives, we could live anywhere in the world; however, we like it here.

To my former Associates,
Sandy

Nels H. Sandberg
Missoula Mill Manager 1957 - 1966



Proposed Changes in the USEPA Policies for Dioxins, Furans and Polychlorinated Biphenyls



Background

The risk assessment for the class of compounds referred to as "dioxins" and including PCDDs, PCDFs, and PCBs has, and continues to be an important issue to many industries, including the Utilities Industry. Yet, the primary regulatory guidance for the risk assessment of dioxins, as originally promulgated by USEPA in 1994, has remained in draft form— yet undergoing a protracted and often controversial review and revision. The revision process has been shaped by reviews by a Science Advisory Board (SAB) expert panel, recommendations and the National Academy of Sciences, and new developments in the underlying science.

The Dioxin Reassessment affects the risk assessment of PCBs as well. While PCBs have historically been evaluated separately from PCDD/PCDFs, they are often co-mingled in the risk assessment of dioxins because of the coplanar subclass of PCBs, which share some toxicological properties with dioxin, according to USEPA. The revision process is again at an important crossroads, undergoing another round of review by a SAB expert panel. Modifications in USEPA's latest revision (termed "Reanalysis") will have significant effects on risk assessment methodologies, for PCDD/Fs and PCBs, including dramatic changes to the toxicity criteria values, which are used to derive health criteria and cleanup levels for dioxins and PCBs. ARCADIS has reviewed the policy changes in detail and has specific perspectives it can share with its clients.

Proposed Changes

Specific changes in the way the USEPA plans to evaluate PCDDs, PCDFs, and the PCBs considered to have "dioxin-like" toxicity include the following:

- The USEPA is proposing to increase the CSF for TCDD from the unpublished value of 150,000 to 1,000,000 mg/ kg-day^{-1}.
- The USEPA is proposing using an RfD of $7x10^{-10}$ mg/kg-day for TCDD to evaluate its potential to cause non-cancer health effects in humans.
- The USEPA has also developed revised PRGs of 3.7 parts per trillion (ppt) for residential soils and 17 ppt of TCDD toxic equivalents (TCDD-TEQ) for industrial soils based on the existing CSF of 150,000 mg/kg-day^{-1} and PRGs of 72 ppt and 950 ppt for residential and industrial soils, respectively, based on the ATSDR MRL of $1x10^{-9}$. These are substantially more stringent than the USEPA's previously established PRGs of 1 parts per billion (ppb) (1,000 ppt) for residential soils and 5 to 25 ppb (5,000 to 25,000 ppt) for industrial soils, and are likely to become stricter once they are derived using the newly proposed CSF and RFD noted above. PRGs derived using the newly proposed CSF and RfD will be even lower than those described above.

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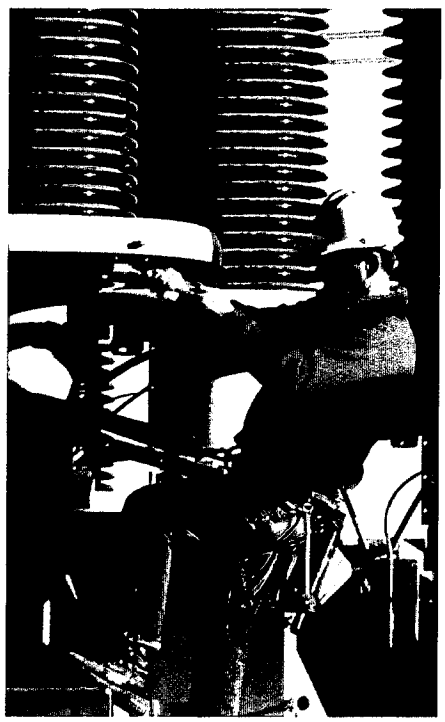
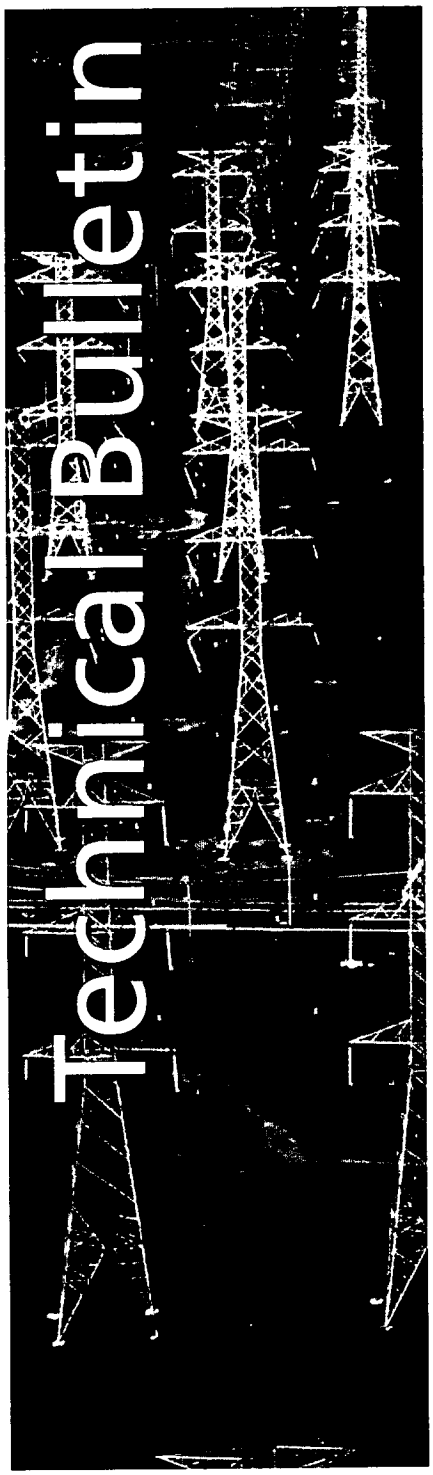


On May 21, 2010, the U.S. Environmental Protection Agency (USEPA) issued a 1,850- page document titled Reanalysis of Key Issues Related to Dioxin Toxicity and Response to NAS Comments (External Review Draft). This document, combined with other documents that have recently been released by the USEPA, indicates a substantial shift in the way that the USEPA intends to evaluate potential risks and hazards from exposures to mixtures of polychlorinated dioxins (PCDDs), polychlorinated furans (PCDFs), and polychlorinated biphenyls (PCBs). The proposed policies include (1) Revised toxicity values to be used in evaluating the potential risks associated with environmental exposures to 2,3,7,8-tetrachlorodibenzo-p-dioxin (TCDD); (2) USEPA's support of the use of the TCDD toxic equivalency (TEQ) approach to evaluate mixtures of PCDDs, PCDFs, and PCBs that the USEPA considers to have "dioxin-like" behavior and toxicity; and (3) Revised, and considerably more stringent, preliminary remediation goals (PRGs) for these compounds. These changes are likely to have a substantial impact on the environmental liabilities that the utility industry will face in the future.

Implications of the Proposed Changes for the Utility Industry

These proposed changes in toxicity, combined with the revised PRGs and the toxic equivalency approach that the USEPA has established for evaluating PCDDs/PCDFs and PCBs, will have important implications for the utility industry for a number of reasons:

- Mixtures of these compounds may be present at utility sites or in the by-products generated from the utility's processes. PCB mixtures historically used in transformer oils are known to have contained traces of PCDD/PCDFs. In addition, coal-fired combustion can result in the release of low levels of both PCDD/PCDFs and PCBs in flue gases and ash. Also, some herbicides that were historically used to control vegetation in utility corridors were known to contain trace levels of dioxins and furans.
- The increase in the CSF means that estimated risks based on the cancer endpoint will directly increase by a factor of 7 without any change in the exposure assumptions or media concentrations used to calculate them. If exposures to TCDD at a site previously resulted in an estimated lifetime cancer risk of $1x10^{-6}$, which would indicate *de minimis* risk, the same calculation completed using the proposed CSF would result in an estimated lifetime cancer risk of 7x1 0^{-6}, for which the USEPA might require remedial action.
- In its documentation for the revised CSF for TCDD, the USEPA specifically stated that the proposed CSF is appropriate when the target risk ranges from 10^{-5} to 10^{-7}. This proposal effectively shifts the acceptable risk of $1x10^{-6}$ to $1x10^{-4}$, which has historically been used, to $1x10^{-7}$ to $1x10^{-5}$, indicating that, if adopted, dioxin risks that exceed $1x10^{-5}$ would require remedial action.
- When these approaches are combined, the USEPA will require that concentrations of the PCB congeners that it believes to have dioxin-like toxicity will be added into the exposure point concentration and used to calculate potential risks using the increased CSF, which is higher than the CSF currently used for PCBs.
- Non-cancer risks for mixtures of PCDDs/PCDFs, which were not evaluated previously, will now need to be evaluated for all age groups, and PCBs will need to be included in the risk calculations using the RfD for TCDD. Under certain circumstances, this approach may result in unacceptable non-cancer hazards even when cancer risks are *de minimis*.
- Site-related risks from "dioxin-like" compounds will increase because of changes in the toxicity values used and the addition of select PCB congeners into the exposure point concentration.
- Since not all PCB congeners are considered "dioxin-like", it is likely that responsible parties will still be required to calculate potential risks and hazards associated with PCBs in the media of concern using the CSFs and RfDs that have been developed for the various PCB mixtures. If this calculation is required, it will overestimate both the cancer risks and noncancer hazards of the mixture since the risks from the "dioxin-like" components will effectively be double-counted.
- Sites may be reopened if the remedial goals previously applied to them were not consistent with current PRGs or were not derived using the proposed toxicity values. Given the combination of increased toxicity values, the inclusion of more compounds in the calculation, and the effective change in the acceptable risk



range, this could result in a large number of sites needing reevaluation and potentially having to undergo additional remedial activity.

- Waste disposal may become more difficult and expensive because of the greater volume of material being considered "hazardous".

These factors may add substantially to the environmental liabilities facing the utility industry.

Next Steps

ARCADIS has reviewed the USEPA's May 21, 2010 document and has concluded that the USEPA has not adequately addressed the criticisms and shortcomings of its previous work, as summarized by the National Academy of Sciences (NAS) in its 2006 report. Specifically, the USEPA has ignored NAS' basic and critical concern about dioxin's mode of action.

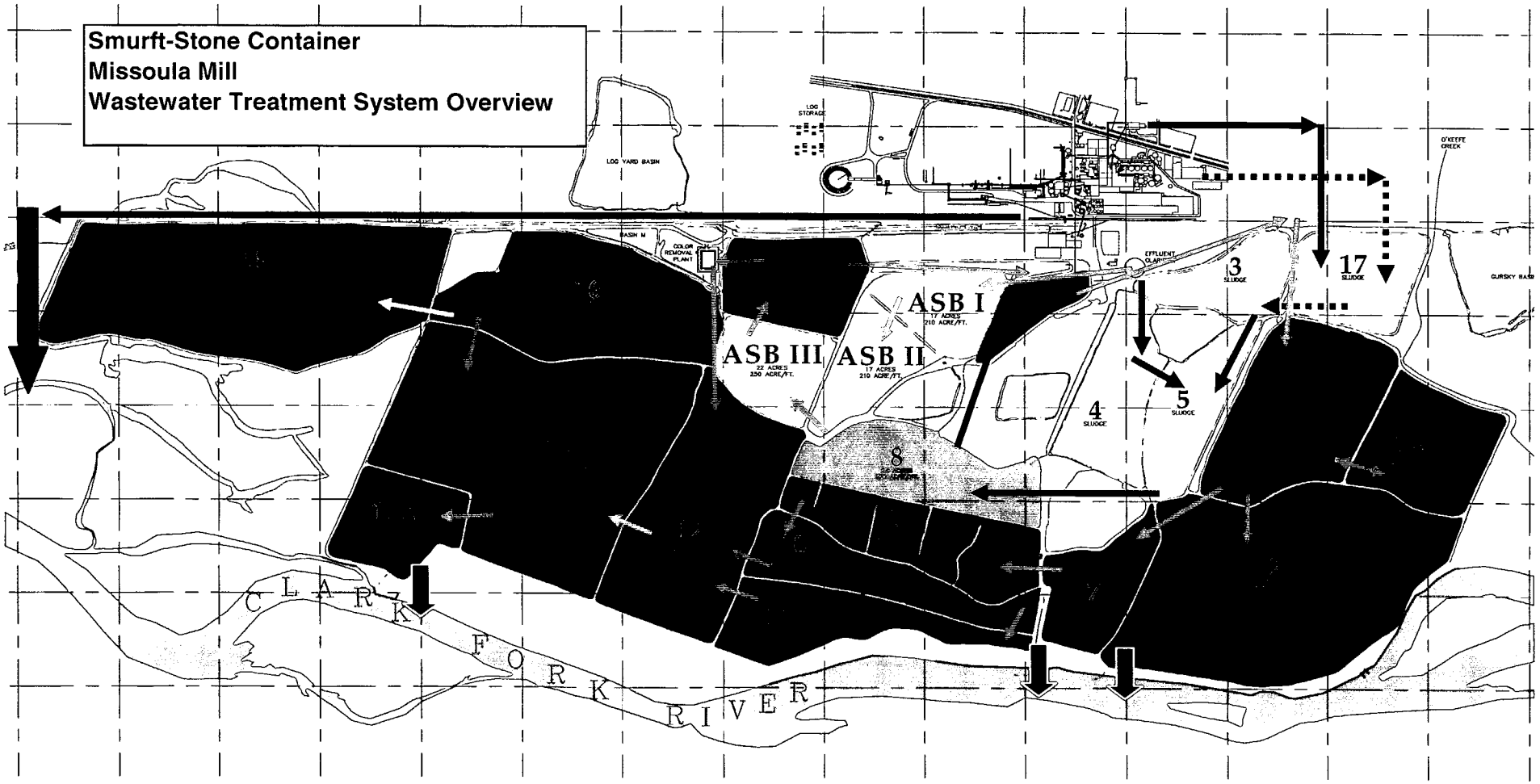
In addition, while the USEPA has specifically asked reviewers to focus on the new TCDD toxicity values only, it essentially ignores that fact that, to be consistent with its other policies, all other "dioxin-like" congeners will need to be evaluated as if they were TCDD. Thus, it is critical that the new toxicity criteria be considered in light of the large number of compounds that will be evaluated using them.

The official comment periods for the TEQ policy and the revised PRGs have passed, but the comment period for the proposed changes in toxicity values continues until September 20, 2010. When the comment period is closed, the Science Advisory Board (SAB) will meet to discuss the comments that it has received. Thus, it will be important to provide detailed technical comments for consideration by the SAB panel members in completing their evaluation and to build a written record in the event that companies may be involved in future litigations concerning these compounds.

ARCADIS is alerting its clients with dioxin, furan, and/or PCB liabilities about this new regulatory development and its potential implications. If you would like more information about this proposed policy or would like to participate in a group of companies who wish to co-submit formal written comments to the USEPA and the SAB, please contact:

Dr. Brian Magee (978.938.9999 x319) or

Ellen Ebert (207.828.0046 x109).



Treated Wastewater Storage Ponds
Aerated Stabilization Basins Treatment Ponds
Polishing Ponds
Sludge Ponds
Emergency Spill Pond

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Table of Contents

Statement of Basis

MONTANA DEPARTMENT OF ENVIRONMENTAL QUALITY

AUTHORIZATION TO DISCHARGE UNDER THE MONTANA POLLUTANT DISCHARGE ELIMINATION SYSTEM (MPDES)

In compliance with Mont. Code Annot., Section 75-5-101 *et seq.* and ARM Title 17, Chapter 30, Subchapters 5, 6, 7, and 13.

Stone Container Corporation

Mullan Road, P.O. Box 4707

Missoula, MT 59806-4707

is authorized to discharge from **Missoula (Frenchtown) Mill**, to receiving waters named **Clark Fork River**, in accordance with discharge point(s), effluent limitations, monitoring requirements and other conditions set forth herein. Authorization for discharge is limited to those outfalls specifically listed in the permit. The Stone Container Corporation, in conjunction with other parties in the Clark Fork River basin, has entered into a Voluntary Nutrient Reduction Program that has been approved by the U.S. Environmental Protection Agency in accordance with Section 303(d) of the Clean Water Act.

This permit shall become effective on September 1, 2000.

This permit and the authorization to discharge shall expire at midnight, May 31, 2005.

FOR THE MONTANA DEPARTMENT OF

ENVIRONMENTAL QUALITY

Thomas D. Reid, Supervisor

Water Quality Discharge Permit Section

Water Protection Bureau

Dated this 28 day of July, 2000

Discharge Permit
TABLE OF CONTENTS

C. Need to Halt or Reduce Activity not a Defense

D. Duty to Mitigate.

E. Proper Operation and Maintenance

F. Removed Substances.

G. Bypass of Treatment Facilities.

H. Upset Conditions.

I. Toxic Pollutants.

J. Changes in Discharge of Toxic Substances

IV. GENERAL REQUIREMENTS

A. Planned Changes.

B. Anticipated Noncompliance

C. Permit Actions.

D. Duty to Reapply.

E. Duty to Provide Information.

F. Other Information.

G. Signatory Requirements

H. Penalties for Falsification of Reports.

I. Availability of Reports.

J. Oil and Hazardous Substance Liability.

K. Property or Water Rights.

L. Severability.

M. Transfers.

N. Fees.

O. Reopener Provisions.

V. Additional Requirement

A. Ground Water Mixing Zone Delineation.

B. Storage

C. Cessation of Direct Discharge.

D. Violation of Water Quality Standards.

E. Additional Wastewater Monitoring and Reporting

F. Technique for Calculation of Total Annual BOD Discharge Limitations

I. EFFLUENT LIMITATIONS AND MONITORING REQUIREMENTS

A. Definitions

1. The "**30-day (and monthly) average,**" is the arithmetic average of all samples collected during a consecutive 30-day period or calendar month, whichever is applicable. The calendar month shall be used for purposes of reporting self-monitoring data on discharge monitoring report forms.

2. The "**Annual Average Load**" is the arithmetic mean of all 30-day or monthly average loads reported during the calendar year for a monitored parameter.

3. "**Acute Toxicity**" occurs when 50 percent or more mortality is observed for either species (See Part I.C of this permit.) at any effluent concentration. Mortality in the control must simultaneously be 10 percent or less for the effluent results to be considered valid.

4. "**BOD_5**" is the five-day measure of pollutant parameter biochemical oxygen demand.

5. "**Bypass**" means the intentional diversion of waste streams from any portion of a treatment facility.

6. "**$CBOD_5$**" is the five-day measure of pollutant parameter carbonaceous biochemical oxygen demand.

7. "**Composite samples**" shall be flow proportioned. The composite sample shall, as a minimum, contain at least four (4) samples collected over the compositing period. Unless otherwise specified, the time between the collection of the first sample and the last sample shall not be less than six (6) hours nor more than 24 hours. Acceptable methods for preparation of composite samples are as follows:

a. Constant time interval between samples, sample volume proportional to flow rate at time of sampling;

b. Constant time interval between samples, sample volume proportional to total flow (volume) since last sample. For the first sample, the flow rate at the time the sample was collected may be used;

c. Constant sample volume, time interval between samples proportional to flow (i.e., sample taken every "X" gallons of flow); and,

d. Continuous collection of sample, with sample collection rate proportional to flow rate.

8. " A "**Daily Maximum Limit**" specifies the maximum allowable discharge of a pollutant during a calendar day. Expressed as units of mass, the daily discharge is cumulative mass discharged over the course of the day. Expressed as a concentration, it is the arithmetic average of all measurements taken that day.

1. **Department**" means the Montana Department of Environmental Quality (MDEQ).
2. "**Direct Discharge**" means a discharge through outfalls 001, 002 or 003.

11. "**Director**" means the Director of the United States Environmental Protection Agency's Water Management Division.

12. "**EPA**" means the United States Environmental Protection Agency.

13. A "**grab**" sample, for monitoring requirements, is defined as a single "dip and take" sample collected at a representative point in the discharge or receiving stream.

14. An "**instantaneous**" measurement, for monitoring requirements, is defined as a single reading, observation, or measurement.

15. "**Load limits**" are mass-based discharge limits expressed in units such as lb/day.

16. A "**mixing zone**" is a limited area of a surface water body or aquifer where initial dilution of a discharge takes place and where water quality changes may occur. Also recognized as an area where certain water quality standards may be exceeded.

17. "**Nondegradation**" means the prevention of a significant change in water quality that lowers the quality of high-quality water for one or more parameters. Also, the prohibition of any increase in discharge that exceeds the limits established under or determined from a permit or approval issued by the Department prior to April 29, 1993.

18. The "**Regional Administrator**" is the administrator of the EPA Region with jurisdiction over federal water pollution control activities in the State of Montana.

19. "**Severe property damage**" means substantial physical damage to property, damage to the treatment facilities which causes them to become inoperable, or substantial and permanent loss of natural resources which can reasonably be expected to occur in the absence of a bypass. Severe property damage does not mean economic loss caused by delays in production.

20. **Sewage Sludge**" is any solid, semi-solid or liquid residue that contains materials removed from domestic sewage during treatment. Sewage sludge includes, but is not limited to, primary and secondary solids and sewage sludge products.

21. "**Total Nitrogen**" means the sum of Total Kjeldahl nitrogen plus , nitrate plus nitrite as nitrogen.

22. "**TIE**" is a toxicity identification evaluation.

23. "**TRE**" is a toxicity reduction evaluation.

24. The term "**TMDL**" means the total maximum daily load limitation of a parameter, representing the estimated assimilative capacity for a water body before other designated uses are adversely affected. Mathematically, it is the sum of wasteload allocations for point sources, load allocations for non-point and natural background sources, and a margin of safety.

25. "**TSS**" is the parameter total suspended solids.

26. "**Upset**" means an exceptional incident in which there is unintentional and temporary noncompliance with technology-based permit effluent limitations because of factors beyond the reasonable control of the permittee. An upset does not include noncompliance to the extent caused by operational error, improperly designed treatment facilities, inadequate treatment facilities, lack of preventive maintenance, or careless or improper operation.

B. Description of Discharge Points

The authorization to discharge provided under this permit is limited to those outfalls specifically designated below as discharge locations. Discharges at any location not authorized under an MPDES permit is a violation of the Montana Water Quality Act and could subject the person(s) responsible for such discharge to penalties under the Act. Knowingly discharging from an unauthorized location or failing to report an unauthorized discharge within a reasonable time from first learning of an unauthorized discharge could subject such person to criminal penalties as

provided under Section 75-5-632 of the Montana Water Quality Act.

Outfall

Serial Number	Description of Discharge Point
001	Discharge point 001 is a discharge pipe to the Clark Fork River located approximately 5,100 feet west of the plant site, Latitude 46°57'30", Longitude 114°13'30". The outfall discharges treated process wastewater from long-term storage ponds during periods of river flow greater than 4,000 cubic feet per second (cfs).
002	Discharge point 002 is a discharge pipe to the Clark Fork River located approximately 5,000 feet west of the plant site, Latitude 46°57'30", Longitude 114°13'30". The outfall discharges treated process wastewater from long-term storage ponds during periods of river flow greater than 4,000 cfs.
003	Discharge point 003 is a diffuser discharging to the Clark Fork River located approximately 8,400 feet northwest of the plant site, Latitude 46°57'45", Longitude 114°13'45". The diffuser enhances effluent mixing of treated process wastewater from long-term storage ponds at river flows greater than 1,900 cfs.

004 Discharge point 004 is uncontaminated, non-contact cooling water discharged to a surface ditch located north of and parallel to the Chicago, Milwaukee, St. Paul and Pacific railroad right-of-way. The ditch flows northwest of the plant for approximately 11,000 feet before entering a tributary slough with a discharge to the river downstream of Outfall 003.

C. Specific Limitations and Self-Monitoring Requirements

1. Effluent Limitations and Discharge Conditions

Effective immediately and lasting through May 31, 2005, the permittee is authorized to discharge from outfall serial numbers 001, 002, 003, and 004 and by seepage. Such discharges shall be limited and conditioned as specified below.

(a) Outfalls 001, 002, 003 and Seepage

Specific discharge requirements are as follows. Whichever limitation provides the most stringent control shall govern.

(i) Color – When river color, as determined from samples collected at Harper's Bridge, is less than 15 standard color units (SCU), the combined flows from outfalls 001, 002, and 003 shall be regulated by the permittee to prevent an increase in river color between Harpers Bridge and Six-mile Station, as measured in accordance with Part I.C.2 (g) of this permit, greater than 5 SCU.

When river color, as determined from samples collected at Harper's Bridge, is equal to or greater than 15 SCU, the combined flows from outfalls 001, 002, and 003 shall be regulated by the permittee to prevent flows greater than that allowed by the following formula:

Qd = Allowable direct discharge flow in cfs

5 = The instream color standard 5 SCU allowable increase

Qr = Clark Fork River flow in cfs at USGS station 12353000

Sc = Color (in lbs./day) contributed to the river from pond seepage (The estimate from current data is 30,000 lbs./day.)

Cd = Color in the direct discharge (SCU)

1855 = Conversion factor to convert lbs./day into cfs-SCU

(ii)The combined annual discharge shall not contain more than 4.74 pounds of total suspended solids per ton of off-machine production. ***The annual load for TSS shall not exceed:***

Where P = total off-machine production for the year January 1 through December 31.

In no case shall the annual

load of TSS exceed 2,500,000 pounds. Over a 3 year running average, the annual load of TSS shall not exceed 2,000,000 pounds.

(iii) Total annual discharge of BOD_5 in the direct discharge and seepage combined shall not exceed 2.66 pounds of BOD_5 per ton of off-machine production. ***The annual load for BOD_5 shall not exceed:***

P = total off-machine production for the year January 1 through December 31. In no case shall the annual load of BOD_5 exceed 2,100,000 pounds.

(iv) The direct discharge through points 001, 002, and 003 shall also comply with the concentration limitations in Table 1.

Table 1. BOD_5 and TSS concentration limitations.

Parameter	Collective Daily Max Concentration*	Collective 30-day Average Concentrations **
BOD_5	166 mg/L	85 mg/L
TSS	319 mg/L	161 mg/L

* Collective daily maximum concentrations are determined on the basis of composite samples composed of flow weighted portions of a minimum of four grab samples of each active outfall except 004, collected at two hour intervals. That is, the concentration will be determined from either (a) the flow weighted average of the

composite samples taken from each discharging outfall or (b) one composite sample made up of four flow weighted grab samples from each discharging outfall.

** Collective 30-day average concentrations are determined on the basis of not less than three grab sample and analyses of the flow proportioned discharges collected at intervals of not less than seven days during any 30-day period.

i. The maximum daily load of total nitrogen in the combined direct and seepage discharge shall not exceed 553 pounds.

ii. The maximum daily load of total phosphorus in the combined direct and seepage discharge shall not exceed 111 pounds.

The nutrient load limits specified in items (v) and (vi) above are required to be met on a three year running average, with no single year exceeding these levels by more than 10%. The specified limits are intended to achieve pre-1983 nutrient loading levels in voluntary compliance with the nondegradation standard.

(vii) The pH of the discharge shall be within the range of 6.0 and 9.0 standard units, unless due to natural biological processes.

(viii) There shall be no discharge of floating solids or visible foam in amounts which will or are likely to create to a nuisance or render the waters harmful, detrimental, or injurious to public health, recreation, safety, welfare, livestock, wild animals, birds, fish or other wildlife.

(ix) There shall be no use of polychlorinated biphenols (PCB's) in plant processes contributing to effluent discharges.

(x) There shall be no use of chlorophenolic-containing biocides in the facility.

(xi) Direct discharge occurring when river flow at USGS station 12353000 is 4,000 cfs or less shall be through the diffuser outfall only.

(xii) Direct discharge shall not occur between July 15 and September 1 of each year unless river flow exceeds 4000 cfs.

(xiii) Direct discharge shall not occur at any time when flow in the river at USGS station 12353000 is less than 1900 cfs.

i. Direct discharge of treated effluents shall not occur when maximum daily temperature at Six-Mile Station is equal to or greater than 65° F.

(xv) Direct discharge of treated effluents shall not occur when the DO concentration is less than 7.1 mg/L.

(xvi) Minimum dilution of direct discharge of treated effluents in the receiving stream shall be 100:1.

(b) Outfall 004

1. Waste discharge through Outfall 004 shall consist entirely of uncontaminated cooling water and shall be limited to a maximum temperature of 95°F.

2. The pH of this discharge shall be within range of 6.0 and 9.0 standard units.

(c) Effective upon issuance of this permit and lasting through its expiration date, there shall be no acute toxicity in the effluent discharged by the facility at any of the outfalls.

2. Monitoring Requirements

(a) River Flow shall be obtained daily at U.S.G.S. Station 12353000.

(b) Maximum daily river temperature shall be obtained from the recorder at Six-Mile Station from June 1 through September 15 during direct discharge.

a. Flow measurement in the discharge pipes must indicate values within 10% of the true flow value. The Environmental Protection Agency and the Department shall determine the adequacy of the flow measuring equipment.

(d) Stone Container shall maintain continuous specific conductance monitoring at the clarifier with an alarm system to the mill and daily pH monitoring at the clarifier for early spill and upset detection. The data record shall be maintained on-site to verify functioning to inspecting Department personnel.

a. The permittee shall collect grab samples from each pond containing at least one-fourth of its capacity as measured by pond stage. The analytical parameters and sampling frequency shall be according to Table 2. Wastewater ponds containing less than one-

fourth of capacity shall be reported as such. The stored volume and remaining capacity of each pond shall be determined monthly.

Table 2. Pond monitoring requirements.

Parameter	Frequency	Sample Type
BOD_5	Once every two weeks	Grab
Sodium	Once every two weeks	Grab
Color	Once every two weeks	Grab
pH	Once every two weeks	Grab

(f) The permittee shall monitor each direct discharge in accordance with Table 3.

Table 3. Direct discharge monitoring requirements.

Parameter	Frequency	Sample Type
Flow	Continuously	Recorder
BOD_5	Weekly	Composite
Total Nitrogen as N*	Weekly	Grab
Total Phosphorus as P*	Weekly	Grab
Total Suspended Solids	Weekly	Composite
pH	Weekly	Grab

*Includes total Kjeldahl nitrogen, nitrate plus nitrite as nitrogen, ammonia nitrogen and soluble orthophosphate.

(g) The permittee shall use USGS station 12353000 to monitor river flow. The river shall be sampled daily for color at Harper's Bridge and Six-Mile when effluent discharge rates are constant and recorded changes in river flow are 10 percent or less

for the previous 24 hours. The river shall be sampled twice daily for color at Harper's Bridge and Six-Mile locations when the recorded river flow changes are greater than 10 percent for the previous 24 hours. Upstream and downstream paired sampling times shall be reasonably close together and shall be reported along with the color data. During periods of no direct discharge, the river shall be sampled in both locations for color once per day.

a. The permittee shall monitor test wells 1R, 2R, 4R, 5R and 514 once every two months for static water level, BOD_5, color, total nitrogen and total phosphorus. Wells SMW-9 through SMW-14 shall be monitored quarterly for the same parameters.

(i) Discharge #004 shall be monitored weekly for flow, temperature and pH by instantaneous measurement in the drain ditch prior to entry into the river.

(j) Discharge #004 shall be monitored by visual inspection daily for the presence of oil sheen or foam.

(k) During periods of direct discharge the permittee shall monitor the Clark Fork River at Harpers Bridge and Six-Mile Station for dissolved oxygen (D.O.) and nutrients as specified in Table 4.

Table 4. Instream DO monitoring and nutrient monitoring requirements during direct discharge.

DO		**Nutrients**		
Instream conditions	Frequency	Instream Conditions at Harper's Bridge	Frequency	
DO ≥ 9 mg/L	Weekly		Nitrogen*	Phosphorus*
DO ≥ 7.1< 9 mg/L	Alternate	Flow > 4,000 cfs	Weekly	Weekly

		Flow ≤ 4,000 cfs	Every 2 wks	Every 2 wks

*Includes total Kjeldahl nitrogen, nitrate plus nitrite as nitrogen, ammonia nitrogen and soluble orthophosphate.

During periods of no direct discharge DO shall be monitored weekly and nutrients monitored on a bi-weekly basis. DO sampling shall occur during the one-hour period preceeding sunrise.

3. Whole Effluent Toxicity (WET) Testing - Acute Toxicity

Starting in the first calendar quarter following the effective date of the permit, the permittee shall, at least once each calendar quarter conduct an acute static replacement toxicity test on an undiluted composite/grab sample of the effluent. Testing will employ two species per testing period. Samples shall be collected on a two day progression; i.e., if the first quarterly sampling is on a Monday, the second quarterly sample shall occur on a Wednesday, etc. Saturdays, Sundays and Holidays will be skipped in the progression.

The replacement static toxicity tests shall be conducted in accordance with the procedures set out in the latest revision of Methods for Measuring the Acute Toxicity of Effluents to Freshwater and Marine Organisms, EPA-600/4-90/027F (Rev. August 1993) and "Region VIII EPA NPDES Acute Test Conditions - Static Renewal Whole Effluent Toxicity". In the case of conflicts, the Region VIII document will prevail. The permittee shall conduct an acute 48-hour static renewal toxicity test using *Ceriodaphnia dubia* and an acute 96-hour static renewal toxicity test using *Pimephales promelas* as the test species.

Acute toxicity occurs when 50 percent or more mortality is observed for either species at any effluent concentration. If more than 10 percent control mortality occurs, the test is considered invalid and shall be repeated until satisfactory control survival is achieved.

If acute toxicity occurs in a routine test, an additional test shall be conducted within 30 days of the date the permittee became aware of the test failure. Should acute toxicity

occur in the second test, testing shall occur monthly until further notified by the Department.

Quarterly test results shall be reported along with the Discharge Monitoring Report (DMR) form submitted for the end of the reporting calendar quarter. For example, WET testing results for the reporting period ending March shall be reported with the March DMR due on April 28; results of the second quarter WET test shall be reported with the June DMRs. The format for the report shall be consistent with the latest revision of Region VIII Guidance for Acute Whole Effluent Reporting, and shall include all chemical and physical data as specified.

4. Toxicity Reduction Evaluation (TRE)

If toxicity is detected, and it is determined by the Department that a TRE is necessary, the permittee shall be notified and shall initiate a TRE immediately thereafter. The purpose

of the TRE will be to establish the cause of the toxicity, locate the source(s) of the toxicity, and control or provide treatment for the toxicity prior to the deadline for compliance contained in Part I.C.1.(c) of this permit.

If the TRE establishes that the toxicity cannot be eliminated, the permittee shall submit a proposed compliance plan to the Department. The plan shall include the proposed approach to control toxicity and proposed compliance schedule acceptable to the Department.

If the TRE shows that the toxicity is cause by a toxicant(s) that may be controlled with specific numerical limitations, the permittee may:

a. Submit an alternative control program for compliance with the numerical requirements.

b. If necessary, provide a modified whole effluent testing protocol which compensates for the pollutant(s) being controlled numerically.

If acceptable to the Department, this permit may be reopened and modified to incorporate any additional numerical limitations, a modified compliance schedule if judged necessary by the Department, or a modified whole effluent protocol.

Failure to conduct an adequate TRE, or failure to submit a plan or program as described above, or the submittal of a plan or program judged inadequate by the Department, shall in no way relieve the permittee from the compliance requirement contained in Part I.C.1.(c) of this permit.

D. Mixing Zone

As described by Hydrometrics, Inc. (1996) for Stone Container Corporation, the bank-to-bank and downstream extents of the existing mixing zone vary with Clark Fork River discharge. Complete mixing occurs within four miles downstream of outfall 003 at low flow (2,642 cfs). Complete mixing was not measured 7.5 miles downstream of 003 during high flow (26,630 cfs). The estimated high flow, longitudinal mixing zone extent is 11.5 miles downstream of outfall 003.

The combined discharge is granted a source-specific mixing zone for color in the Clark Fork River extending from the southern boundary of Section 23, Township 14 North, Range 21 West, to the Six-Mile sampling station. The extent of the surface water mixing zone is illustrated in Attachment 1 of this permit.

I. MONITORING, RECORDING AND REPORTING REQUIREMENTS

A. Representative Sampling.

Samples taken in compliance with the monitoring requirements established under Part I shall be collected from the effluent stream prior to discharge into the receiving waters. Samples and measurements shall be representative of the volume and nature of the monitored discharge.

B. Monitoring Procedures.

Monitoring must be conducted according to test procedures approved under Part 136, Title 40 of the Code of Federal Regulations, unless other test procedures have been specified in this permit. Color procedure may be as presented in the National Council for Air and Stream Improvement, "Technical Bulletin 253, December, 1971. All flow-measuring and flow-recording devices used in obtaining data submitted in self-monitoring reports must indicate values within 10 percent of the actual flow being measured.

C. Penalties for Tampering.

The Montana Water Quality Act provides that any person who falsifies, tampers with, or knowingly renders inaccurate, any monitoring device or method required to be maintained under this permit shall, upon conviction, be punished by a fine of not more than $10,000, or by imprisonment for not more than six months, or by both.

D. Reporting of Monitoring Results.

Effluent monitoring results obtained during the previous month(s) shall be summarized for each month and reported on a Discharge Monitoring Report Form (EPA No. 3320-1), postmarked no later than the 28th day of the month following the completed reporting period. If no discharge occurs during the reporting period, "no discharge" shall be reported. Whole effluent toxicity (biomonitoring) results must be reported on the most recent version of EPA Region VIII's "Guidance For Whole Effluent Reporting". Legible copies of these, and all other reports required herein, shall be signed and certified in accordance with the Signatory Requirements" (see Part IV of this permit), and submitted to the Department and the Regional Administrator at the following addresses:

a) Montana Department of b) U.S. Environmental Protection Agency

Environmental Quality 301 South Park Avenue

Water Protection Bureau Drawer 10096

P.O. Box 200901 Helena, Montana 59626

Helena, Montana 59620-0901 Phone: (406) 441-1140

Phone: (406) 444-3080

E. Compliance Schedules.

Reports of compliance or noncompliance with, or any progress reports on interim and final requirements contained in any Compliance Schedule of this permit shall be submitted no later than 14 days following each schedule date.

F. Additional Monitoring by the Permittee.

If the permittee monitors any pollutant more frequently than required by this permit, using approved analytical methods as specified in this permit, the results of this monitoring shall be included in the calculation and reporting of the data submitted in the Discharge Monitoring Report. Such increased frequency shall also be indicated.

G. Records Contents.

Records of monitoring information shall include:

1. The date, exact place, and time of sampling or measurements;

2. The initials or name(s) of the individual(s) who performed the sampling or measurements;

3. The date(s) analyses were performed;

4. The time analyses were initiated;

5. The initials or name(s) of individual(s) who performed the analyses;

6. References and written procedures, when available, for the analytical techniques or methods used; and,

7. The results of such analyses, including the bench sheets, instrument readouts, computer disks or tapes, etc., used to determine these results.

H. Retention of Records.

The permittee shall retain records of all monitoring information, including all calibration and maintenance records and all original strip chart recordings for continuous monitoring instrumentation, copies of all reports required by this permit, and records of all data used to complete the application for this permit, for a period of at least three years from the date of the sample, measurement, report or application. This period may be extended by request of the Department at any time. Data collected on site, copies of Discharge Monitoring Reports, and a copy of this MPDES permit must be maintained on site during the duration of activity at the permitted location.

I. Twenty-four Hour Notice of Noncompliance Reporting.

1. The permittee shall report any serious incidents of noncompliance as soon as

possible, but no later than twenty-four (24) hours from the time the permittee first became aware of the circumstances. The report shall be made to the Water Protection Bureau at (406) 444-3080 or the Office of Disaster and Emergency Services at (406) 444-6911. The following examples are considered serious incidents:

a. Any noncompliance which may seriously endanger health or the environment;
b. Any unanticipated bypass which exceeds any effluent limitation in the permit (See Part III.G of this permit, "Bypass of Treatment Facilities".); or,

c. Any upset which exceeds any effluent limitation in the permit (See Part III.H of this permit, "Upset Conditions".).

2. A written submission shall also be provided within five days of the time that the permittee becomes aware of the circumstances. The written submission shall contain:

a. A description of the noncompliance and its cause;

b. The period of noncompliance, including exact dates and times;

c. The estimated time noncompliance is expected to continue if it has not been corrected; and,

d. Steps taken or planned to reduce, eliminate, and prevent reoccurrence of the noncompliance.

3. The Department may waive the written report on a case-by-case basis if the oral report has been received within 24 hours by the Water Protection Bureau, by phone, (406) 444-3080.

4. Reports shall be submitted to the addresses in Part II.D of this permit, "Reporting of Monitoring Results".

J. Other Noncompliance Reporting.

Instances of noncompliance not required to be reported within 24 hours shall be reported at the time that monitoring reports for Part II.D of this permit are submitted. The reports shall contain the information listed in Part II.I.2 of this permit.

K. Inspection and Entry.

The permittee shall allow the Director, or an authorized representative thereof, upon the presentation of credentials and other documents as may be required by law, to:

1. Enter upon the permittee's premises where a regulated facility or activity is located or conducted, or where records must be kept under the conditions of this permit;

1. Have access to and copy, at reasonable times, any records that must be kept under the conditions of this permit;

3. Inspect at reasonable times any facilities, equipment (including monitoring and control equipment), practices, or operations regulated or required under this permit; and

4. Sample or monitor at reasonable times, for the purpose of assuring permit compliance, any substances or parameters at any location.

III. COMPLIANCE RESPONSIBILITIES

A. Duty to Comply.

The permittee must comply with all conditions of this permit. Any permit noncompliance constitutes a violation of the Act and is grounds for enforcement action; for permit termination, revocation and reissuance, or modification; or for denial of a permit renewal application. The permittee shall give the Department or the Regional Administrator advance notice of any planned changes at the permitted facility or of an activity which may result in permit noncompliance.

B. Penalties for Violations of Permit Conditions.

The Montana Water Quality Act provides that any person who violates a permit or condition of the Act is subject to civil or criminal penalties not to exceed $25,000 per day or one year in prison, or both, for the first conviction, and $50,000 per day of violation or by imprisonment for not more than two years, or both, for subsequent convictions. MCA 75-5-611(a) also provides for administrative penalties not to exceed $10,000 for each day of violation and up to a maximum not to exceed $100,000 for any related series of violations. Any person who willfully or negligently violates permit conditions of the Act is subject to a fine of not more than $50,000 per day of violation, or by imprisonment for not more than 2 years, or both. Except as provided in permit conditions on Part III.G of this permit, "Bypass of Treatment Facilities" and Part III.H of this permit, "Upset Conditions", nothing in this permit shall be construed to relieve the permittee of the civil, administrative or criminal penalties for noncompliance.

C. Need to Halt or Reduce Activity not a Defense.

It shall not be a defense for a permittee in an enforcement action that it would have been necessary to halt or reduce the permitted activity in order to maintain compliance with the conditions of this permit.

D. Duty to Mitigate.

The permittee shall take all reasonable steps to minimize or prevent any discharge in violation of this permit which has a reasonable likelihood of adversely affecting human health or the environment.

E. Proper Operation and Maintenance.

The permittee shall at all times properly operate and maintain all facilities and systems of treatment and control (and related appurtenances) which are installed or used by the permittee to achieve compliance with the conditions of this permit. Proper operation and maintenance also includes adequate laboratory controls and appropriate quality assurance procedures. This provision requires the operation of back-up or auxiliary facilities or similar systems which are installed by a permittee only when the operation is necessary to achieve compliance with the conditions of the permit. However, the permittee shall operate, as a minimum, one complete set of each main line unit treatment process whether or not this process is needed to achieve permit effluent compliance.

F. Removed Substances.

Collected screenings, grit, solids, sludges, or other pollutants removed in the course of treatment shall be disposed of in such a manner so as to prevent any pollutant from entering any waters of the state or creating a health hazard. Any sludges removed from the facility shall be disposed of in accordance with 40 CFR 503, 258 or other applicable rule. EPA and MDEQ shall be notified at least 180 days prior to such disposal taking place.

G. Bypass of Treatment Facilities.

1. Bypass not exceeding limitations. The permittee may allow any bypass to occur which does not cause effluent limitations to be exceeded, but only if it also is for essential maintenance to assure efficient operation. These bypasses are not subject to the provisions of Parts III.G.2 and III.G.3 of this permit.

2. Notice:

a. Anticipated bypass. If the permittee knows in advance of the need for a bypass, it shall submit prior notice, if possible at least 60 days before the date of the bypass.

b. Unanticipated bypass. The permittee shall submit notice of an unanticipated bypass as required under Part II.I, "Twenty-four Hour Reporting".

3. Prohibition of bypass.

(a). Bypass is prohibited and the Department may take enforcement action against a permittee for a bypass, unless:

(i) The bypass was unavoidable to prevent loss of life, personal injury, or severe property damage;

(ii) There were no feasible alternatives to the bypass, such as the use of auxiliary treatment facilities, retention of untreated wastes, or maintenance

during normal periods of equipment downtime. This condition is not satisfied if adequate back-up equipment should have been installed in the exercise of reasonable engineering judgement to prevent a bypass which occurred during normal periods of equipment downtime or preventive maintenance; and,

(iii) The permittee submitted notices as required under Part III.G.2 of this permit.

(b). The Department may approve an anticipated bypass, after considering its adverse effects, if the Department determines that it will meet the three conditions listed above in Part III.G.3.a of this permit.

H. Upset Conditions.

1. Effect of an upset. An upset constitutes an affirmative defense to an action brought for noncompliance with technology based permit effluent limitations if the requirements of Part III.H.2 of this permit are met. No determination made during administrative review of claims that noncompliance was caused by upset, and before an action for noncompliance, is final administrative action subject to judicial review (i.e., Permittees will have the opportunity for a judicial determination on any claim of upset only in an enforcement action brought for noncompliance with technology-based permit effluent limitations).

2. Conditions necessary for a demonstration of upset. A permittee who wishes to establish the affirmative defense of upset shall demonstrate, through properly signed, contemporaneous operating logs, or other relevant evidence that:

(a). An upset occurred and that the permittee can identify the cause(s) of the upset;

(b). The permitted facility was at the time being properly operated;

(c). The permittee submitted notice of the upset as required under Part II.I of this permit, "Twenty-four Hour Notice of Noncompliance Reporting"; and,

(d). The permittee complied with any remedial measures required under Part III.D of this permit, "Duty to Mitigate".

3. Burden of proof. In any enforcement proceeding, the permittee seeking to establish the occurrence of an upset has the burden of proof.

I. Toxic Pollutants.

The permittee shall comply with effluent standards or prohibitions established under Section 307(a) of the Act for toxic pollutants within the time provided in the regulations that establish those standards or prohibitions, even if the permit has not yet been modified to incorporate the requirement.

J. Changes in Discharge of Toxic Substances.

Notification shall be provided to the Department as soon as the permittee knows of, or has reason to believe:

1. That any activity has occurred or will occur which would result in the discharge, on a routine or frequent basis, of any toxic pollutant which is not limited in the permit, if that discharge will exceed the highest of the following "notification levels":

(a). One hundred micrograms per liter (100 µg/*l*);

(b). Two hundred micrograms per liter (200 µg/*l*) for acrolein and acrylonitrile; five hundred micrograms per liter (500 µg/*l*) for 2,4-dinitrophenol and for 2-methyl-4, 6-dinitrophenol; and one milligram per liter (1 mg/*l*) for antimony;

(c). Five (5) times the maximum concentration value reported for that pollutant in the permit application in accordance

Met w MDEQ
in 12/2008 to
discuss closure.
Air & H_2O groups.

with 40 CFR 122.21(g)(7); or,

(d). The level established by the Director in accordance with 40 CFR 122.44(f).

2. That any activity has occurred or will occur which would result in any discharge, on a non-routine or infrequent basis, of a toxic pollutant which is not limited in the permit, if that discharge will exceed the highest of the following "notification levels":

(a). Five hundred micrograms per liter (500 µg/*l*);

(b). One milligram per liter (1 mg/*l*) for antimony:

(c). Ten (10) times the maximum concentration value reported for that pollutant in the permit application in accordance with 40 CFR 122.21(g)(7); or,

(d). The level established by the Department in accordance with 40 CFR 122.44(f).

IV. GENERAL REQUIREMENTS

A. Planned Changes.

The permittee shall give notice to the Department as soon as possible of any planned physical alterations or additions to the permitted facility. Notice is required only when the alteration or addition could significantly change the nature or increase the quantity of pollutant discharged. This notification applies to pollutants which are not subject to effluent limitations in the permit.

B. Anticipated Noncompliance.

The permittee shall give advance notice to the Department of any planned changes in the permitted facility or activity which may result in noncompliance with permit requirements.

C. Permit Actions.

This permit may be modified, revoked and reissued, or terminated for cause. The filing of a request by the permittee for a permit modification, revocation and reissuance, or termination, or a notification of planned changes or anticipated noncompliance, does not stay any permit condition.

D. Duty to Reapply.

If the permittee wishes to continue an activity regulated by this permit after the expiration date of this permit, the permittee must apply for and obtain a new permit. The application must be submitted at least 180 days before the expiration date of this permit.

E. Duty to Provide Information.

The permittee shall furnish to the Department, within a reasonable time, any information which the Department may request to determine whether cause exists for modifying, revoking and reissuing, or terminating this permit, or to determine compliance with this permit. The permittee shall also furnish to the Department, upon request, copies of records required to be kept by this permit.

F. Other Information.

When the permittee becomes aware that it failed to submit any relevant facts in a permit application, or submitted incorrect information in a permit application or any report to the Department, it shall promptly submit such facts or information.

G. Signatory Requirements.

All applications, reports or information submitted to the Department shall be signed and certified.

1. All permit applications shall be signed as follows:

(a). For a corporation: by a responsible corporate officer;

(b). For a partnership or sole proprietorship: by a general partner or the proprietor, respectively;

(c). For a municipality, State, Federal, or other public agency: by either a principal executive officer or ranking elected official.

2. All reports required by the permit and other information requested by the Department shall be signed by a person described above or by a duly authorized representative of that person. A person is considered a duly authorized representative only if:

(a). The authorization is made in writing by a person described above and submitted to the Department, and,

(b). The authorization specified either an individual or a position having responsibility for the overall operation of the regulated facility or activity, such as the position of plant manager, operator of a well or a well field, superintendent, position of equivalent responsibility, or an individual or position having overall responsibility for environmental matters for the company. (A duly authorized representative

may thus be either a named individual or any individual occupying a named position.)

3. Changes to authorization. If an authorization under Part IV.G.2 of this permit is no longer accurate because a different individual or position has responsibility for the overall operation of the facility, a new authorization satisfying the requirements of Part IV.G.2 of this permit must be submitted to the Department prior to or together with any reports, information, or applications to be signed by an authorized representative.

4. Certification. Any person signing a document under this section shall make the following certification:

> "I certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations."

H. Penalties for Falsification of Reports.

The Montana Water Quality Act provides that any person who knowingly makes any false statement, representation, or certification in any record or other document submitted or required to be maintained under this permit, including monitoring reports or reports of compliance or noncompliance shall, upon conviction be punished by a fine of not more than $10,000 per violation, or by imprisonment for not more than two years per violation, or by both.

I. Availability of Reports.

Except for data determined to be confidential under 40 CFR Part 2, all reports prepared in accordance with the terms of this permit shall be available for public inspection at the offices of the Department. As required by the Clean Water Act, permit applications, permits and effluent data shall not be considered confidential.

J. Oil and Hazardous Substance Liability.

Nothing in this permit shall be construed to preclude the institution of any legal action or relieve the permittee from any responsibilities, liabilities, or penalties to which the permittee is or may be subject under Section 311 of the Clean Water Act.

K. Property or Water Rights.

The issuance of this permit does not convey any property rights of any sort, or any exclusive privileges, nor does it authorize any injury to private property or any invasion of personal rights, nor any infringement of federal, state or local laws or regulations.

L. Severability.

The provisions of this permit are severable, and if any provision of this permit, or the application of any provision of this permit to any circumstance, is held invalid, the application of such provision to other circumstances, and the remainder of this permit, shall not be affected hereby.

M. Transfers.

This permit may be automatically transferred to a new permittee if:

1. The current permittee notifies the Department at least 30 days in advance of the proposed transfer date;

2. The notice includes a written agreement between the existing and new permittees containing a specific date for transfer of permit responsibility, coverage, and liability between them; and,

3. The Department does not notify the existing permittee and the proposed new permittee of his or her intent to modify, or revoke and reissue the permit. If this notice is not received, the transfer is effective on the date specified in the agreement mentioned in Part VI.M.2 of this permit.

4. Required annual and application fees have been paid.

N. Fees.

The permittee is required to submit payment of an annual fee as set forth in ARM 17.30.201. If the permittee fails to pay the annual fee within 90 days after the due date for the payment, the Department may:

1. Impose an aditional assessment consisting of 15% of the fee plus interest on the required fee computed at the rate established under 15-31-510(3), MCA, or

2. Suspend the processing of the application for a permit or authorization or, if the nonpayment involves an annual permit fee, suspend the permit, certificate or authorization for which the fee is required. The Department may lift suspension at any time up to one year after the suspension occurs if the holder has paid all outstanding fees, including all penalties, assessments and interest imposed under this sub-section. Suspensions are limited to one year, after which the permit will be terminated.

O. Reopener Provisions.

This permit may be reopened and modified (following proper administrative procedures) to include the appropriate effluent limitations (and compliance schedule, if necessary), or other appropriate requirements if one or more of the following events occurs:

1. Water Quality Standards: The water quality standards of the receiving water(s) to which the permittee discharges are modified

in such a manner as to require different effluent limits than contained in this permit.

2. TMDL or Wasteload Allocation: TMDL requirements or a wasteload allocation is developed and approved by the Department and/or EPA for incorporation in this permit.

3. Water Quality Management Plan: A revision to the current water quality management plan is approved and adopted which calls for different effluent limitations than contained in this permit.

4. Sludge: There have been substantial changes (or such changes are planned) in sludge use or disposal practices; applicable management practices or numerical limitations for pollutants in sludge have been promulgated which are more stringent than the requirements in this permit; and/or it has been determined that the permittee's sludge use or disposal practices do not comply with existing applicable state or federal regulations.

5. Toxic Pollutants: A toxic standard or prohibition is established under Section 307(a) of the Act for a toxic pollutant which is present in the discharge and such standard or prohibition is more stringent than any limitation for such pollutant in this permit.

6. Toxicity Limitation. Change in the whole effluent protocol, or any other conditions related to the control of toxicants have taken place, or if one or more of the following events have occurred:

(a). Toxicity was detected late in the life of the permit near or past the deadline for compliance.

(b). The TRE/TIE results indicate that compliance with

the toxic limits will require an implementation schedule past the date for compliance and the permit issuing authority agrees with the conclusion.

(c). The TRE/TIE results indicate that the toxicant(s) represent pollutant(s) that may be controlled with specific numerical limits, and the permit issuing authority agrees that numerical controls are the most appropriate course of action.

(d). Following the implementation of numerical controls on toxicants, the permit issuing authority agrees that a modified whole effluent protocol is needed to compensate for those toxicants that are controlled numerically.

(e). The TRE/TIE reveals other unique conditions or characteristics which, in the opinion of the permit issuing authority, justify the incorporation of unanticipated special conditions in the permit.

V. Additional Requirement

A. Ground Water Mixing Zone Delineation.

The Stone Container Corporation shall submit to the Department, within 180 days of issuance of this permit, a plan for conducting an investigation of the ground water adjacent and down-gradient of the wastewater treatment and storage pond system. The investigation must be sufficient to determine the boundaries of the existing

ground water mixing zone with regard to total dissolved solids (TDS). The mixing zone boundaries shall encompass the area of the aquifer where the TDS is greater than 500 mg/L. The investigation shall also allow for classification of the ground water according to ARM (17.30.1005).

A final investigation report must be completed and submitted to the Department within two years of Department approval of the investigation plan.

B. Storage.

The permittee shall provide at least 10 days retention time following aeration of the wastewater before it is direct discharged to the Clark Fork River.

C. Cessation of Direct Discharge.

The permittee shall immediately cease direct surface discharge upon receipt of verbal or written instructions to do so by the Department.

D. Violation of Water Quality Standards.

If the analytical results of river water quality monitoring show violation of established water quality standards outside of the mixing zone, including the introduction of taste and odor problems, this permit may be modified to specify additional control measures to ensure compliance with water quality standards.

E. Additional Wastewater Monitoring and Reporting

The permittee shall report on a monthly basis cumulative BOD_5 and TSS loads discharged (including through seepage) beginning January 1 of each year.

F. Technique for Calculation of Total Annual BOD Discharge Limitations

The total annual BOD_5 discharge shall be the sum of the total BOD_5 discharged by direct surface discharge and the

total BOD_5 discharged to the ground waters by seepage. The term seepage shall include the volume disposed of through the storage and treatment pond system. The procedure for calculating the amount of BOD_5 contributed by seepage shall be approved by the Department.

Montana Department of
ENVIRONMENTAL QUALITY

Brian Schweitzer, Governor
Richard H. Opper, Director

P.O. Box 200901 • Helena, MT 59620-0901 • (406) 444-2544 • www.deq.mt.gov

March 22, 2011

Nina E. Butler
Smurfit-Stone
Environmental Affairs
3700 Crestwood Parkway, Suite 850
Duluth, Georgia 30096

RE: Smurfit-Stone Container Corporation (SSCC), Missoula, Montana

Dear Ms. Butler:

Thank you for your March 9, 2011, response to my March 1 letter to Ron Megna. I appreciate your offer to meet with the Department of Environmental Quality (DEQ) staff to obtain a better understanding of our concerns. I would like to arrange a meeting; however, I request that Smurfit-Stone provide a guided tour of the SSCC site for selected DEQ staff from the permitting and remediation programs prior to a meeting. I will arrange to have DEQ personnel in Missoula for a tour and meeting at your earliest convenience. Please contact John Arrigo at (406) 444-5327 to schedule a tour and meeting date.

Sincerely,

Richard H. Opper
Director

c: John Arrigo, Enforcement Division
Judy Hanson, Permitting and Compliance Division
Sandi Olsen, Remediation Division

SMURFIT-STONE
solving it from all sides

Legal Department
222 N. LaSalle Street
Chicago, Illinois 60601
(312) 580-4606
rmegna@smurfit.com

March 14, 2011

VIA FACSIMILE
(406) 444-4386

Mr. Richard H. Opper
Director, Montana Department of Environmental Quality
1520 E. Sixth Avenue
Helena, Montana 59620-0901

Re: Smurfit-Stone Container Corporation
14377 Pulp Mill Road, Missoula, Montana 59808-0969

Dear Mr. Opper:

Various news outlets reported last week that the Montana Department of Environmental Quality (DEQ) has issued a second letter to Smurfit-Stone Container Corporation requesting that the Company submit certain records to your office by March 15, 2011. Although I have not actually received such a letter from DEQ, I was able to obtain a copy of your correspondence to Smurfit-Stone dated March 8, 2011, by using a link provided on a local news station's website. The March 8 letter I located requests information about possible demolition activities at the Missoula mill and identifies asbestos regulations triggered by demolition projects.

Smurfit-Stone has no plans to perform any demolition activities on the Missoula property. As you know, the Company has entered into a contract to sell the property to a third party with experience in redeveloping paper mills. It is our understanding that the buyer has received an indication of interest from a third party that may purchase the mill's power assets and use a portion of the property as a biomass or "green energy" co-generation facility. Although it is likely that redevelopment of the Missoula property will require the demolition of certain structures, Smurfit-Stone is unaware of any specific demolition plans that the buyer or any third party may have for the site. When the March 8 DEQ letter became public last week, however, the buyer assured us that he will comply with applicable asbestos requirements should his future redevelopment plans include the demolition of any buildings on the property.

Let me again state that Smurfit-Stone is not undertaking, and has no plans to undertake, demolition work at the Missoula mill. Although the Company will not be performing any demolition activities that could disturb asbestos-containing materials, we are mailing a copy of the facility's asbestos survey to DEQ today in an effort to cooperate with the Department.

Sincerely,

Ron Megna / WDD NGB

Ron Megna
Senior Counsel & Assistant Secretary

Cc: Mike Trombetta/DEQ
Craig Hunt
Lisa Esneault

SMURFIT-STONE
solving it from all sides

Environmental Affairs
3700 Crestwood Parkway, Suite 850
Duluth, Georgia 30096
Phone: 770-570-1609
Fax: 770-570-1620

March 9, 2011

VIA OVERNIGHT MAIL
Mr. Richard Opper, Director
Montana Department of Environmental Quality
1520 E. Sixth Avenue
Helena, Montana 59620-0901

Re: Smurfit-Stone Container Corporation (SSCC)
14377 Pulp Mill Road, Missoula, Montana 59808-0969

Dear Mr. Opper:

I am writing in response to your letter to Mr. Ron Megna of SSCC dated March 1, 2011. In that letter you state that the Montana Department of Environmental Quality (DEQ) has concerns about the environmental condition of SSCC's Missoula property. As a first step, SSCC would like meet with DEQ staff to gain a better understanding of the concerns that prompted the March 1 letter. We also would like to review with staff the activities that have been performed at the mill to date and discuss the current environmental status of the property. As I mentioned in my voice message of March 4, I would appreciate if you would let me know who DEQ's point person on this matter will be so that we can initiate this exchange of information.

Sincerely,

Nina E. Butler
Vice President, Environmental Affairs

Cc: Craig Hunt
Chris Brescia
Steve Hamilton